

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "UNILEVER UNITED STATES, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2010, AT 3:37 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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Authentication: 202696292
Date: 05-15-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

RESTATED CERTIFICATE OF INCORPORATION
OF
UNILEVER UNITED STATES, INC.

Pursuant to Section 245
of the
General Corporation Law of the State of Delaware

UNILEVER UNITED STATES, INC., a corporation incorporated by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on August 31, 1977, which Certificate of Incorporation was amended and restated by a Restated Certificate of Incorporation filed with said Secretary of State on October 12, 1977, which Certificate of Incorporation was further amended and restated by a Restated Certificate of Incorporation filed with said Secretary of State on March 30, 1987, which Certificate of Incorporation was further amended and restated by a Restated Certificate of Incorporation filed with said Secretary of State on December 18, 1987, which Certificate of Incorporation was further amended by Certificates of Amendment to the Restated Certificate of Incorporation filed with said Secretary of State on each of February 15, 1990, November 1, 2000, October 26, 2006 and December 14, 2006, desiring to further amend its Certificate of Incorporation and desiring further to integrate into a single instrument all of the provisions in effect and operative of said Certificate of Incorporation, as so amended, by adopting a further amended and restated Certificate of Incorporation, DOES HEREBY CERTIFY as follows:

1. Said Certificate of Incorporation, as heretofore amended, is further amended, and as so amended, restated and integrated so as to read as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") shall be UNILEVER UNITED STATES, INC.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the Corporation shall have the authority to issue is 110,000, of which (i) 10,000 shares shall be shares of Common Stock, to consist of one class only, par value \$0.33-1/3 per share, and (ii) 100,000 shares shall be shares of preferred stock, par value \$73.50 per share, with such shares issuable in series and having such designations, powers, preferences, rights, qualifications, limitations and restrictions as are provided from time-to-time in a

resolution or resolutions of the Board of Directors of the Corporation providing for the issuance of any such series.

Effective as of the time of the filing of this Restated Certificate of Incorporation with the office of the Secretary of State of the State of Delaware, each share of Class A Common Stock, Class B Common Stock and Class C Common Stock of the Corporation, each with par value of \$0.33-1/3 per share, issued and outstanding immediately prior to said filing shall automatically, without any further action by the Corporation or any holder of such shares, be reclassified into one (1) share of Common Stock, par value \$0.33-1/3 per share, of the Corporation. Each share of Common Stock shall be entitled to one (1) vote per share on any election or matter on which the common stock is entitled to vote.

FIFTH: For the management of the business and for the conduct of the affairs of the Corporation, it is further provided that any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time by unanimous consent of the stockholders or in such other manner as shall be provided by the By-Laws of the Corporation.

SIXTH: Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

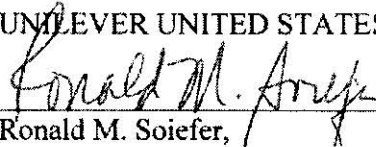
SEVENTH: The Corporation reserves the right at any time, and from time-to-time, to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whosoever by and pursuant to this Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

EIGHTH: No director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

2. This Restated Certificate of Incorporation and the amendment and restatement effected hereby have been duly adopted by the stockholders of the Corporation in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware,

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be executed by its duly authorized officer as of this 12th day of October, 2010.

UNILEVER UNITED STATES, INC.



Ronald M. Soiefer,
Senior Vice President, General Counsel
and Secretary

UNILEVER UNITED STATES, INC.
(a Delaware corporation)

Action by the Stockholders
By
Written Consent in Lieu of Annual Meeting

The undersigned, UNILEVER PLC and UNILEVER N.V., being all of the stockholders of Unilever United States, Inc., a Delaware corporation, hereby consent and agree to the taking of the following actions without a meeting and adopt the following resolutions by written consent, pursuant to Section 228 of the General Corporation Law of the State of Delaware:

Number of Directors

RESOLVED, that, effective June 1, 2000, pursuant to the By-Laws of this Corporation, the number of directors of this Corporation is hereby fixed at one (1).

Election of Directors

RESOLVED, that, effective June 1, 2000, the following person be, and hereby is, elected a director of this Corporation, to hold office until the next Annual Meeting of the Stockholders and until his successor is elected and shall qualify, or as otherwise provided in the By-Laws of this Corporation:

Charles B. Strauss

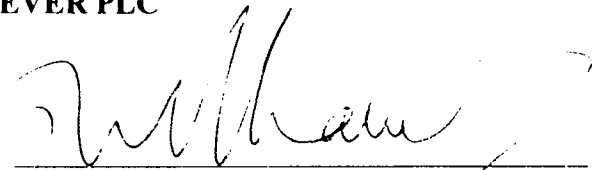
Ratification of Action

RESOLVED, that all actions taken by this Corporation's officers and directors since the last Annual Meeting of the Stockholders in connection with the conduct and management of its affairs, business and property of this Corporation, as heretofore reported to the undersigned or as recorded or reflected in the Minutes of this Corporation's Board of Directors or any Committee thereof since the last Annual Meeting of the Stockholders, be, and they hereby are, in all respects, approved, ratified and confirmed.

This Written Consent may be executed in two (2) or more counterparts which, taken together, shall constitute one and the same instrument.

UNILEVER PLC

Execution
Date: June 14, 2000

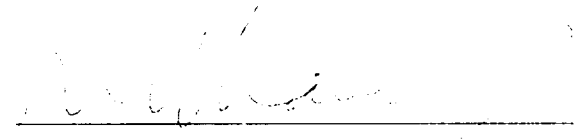
By: 
S. G. Williams
Secretary

UNILEVER N.V.

Execution
Date: June _____, 2000

By: _____
Name: _____
Title: _____

Execution
Date: June 16, 2000

By: 
Name: S. G. Williams
Title: Secretary

Current By-Laws

UNILEVER UNITED STATES, INC.

Incorporated under the laws
of the State of Delaware

BY-LAWS

As Amended on February 9 , 1987

BY-LAWS OF UNILEVER UNITED STATES, INC.

ARTICLE I

Offices

SECTION 1. Registered Office. The registered office of UNILEVER UNITED STATES, INC. (hereinafter called the Corporation) in the State of Delaware shall be at 1209 Orange Street, City of Wilmington, County of New Castle, and the registered agent in charge thereof shall be The Corporation Trust Company.

SECTION 2. Other Offices. The Corporation may also have an office or offices at other place or places within or without the State of Delaware.

ARTICLE II

Meetings of Stockholders; Stockholders'

Consent in Lieu of Meeting

SECTION 1. Annual Meetings. The annual meeting of the stockholders for the election of directors, and for the transaction of such other business as may properly come before the meeting, shall be held at such place, date and hour as shall be fixed by the Board of Directors (hereinafter called the Board) and designated in the notice of waiver of notice thereof; except that no annual meeting need be held if all actions, including the election of directors, required by

the General Corporation Law of the State of Delaware to be taken at a stockholders' annual meeting are taken by written consent in lieu of a meeting pursuant to Section 3 of this Article, which consent shall include a written waiver to the holding of such meeting signed by all the stockholders.

SECTION 2. Special Meetings. A special meeting of the stockholders for any purpose or purposes may be called by the Board, the Chairman of the Board, the President or the Secretary of the Corporation or the recordholders of at least a majority of the shares of Common Stock of the Corporation issued and outstanding, to be held at such place, date and hour as shall be designated in the notice of waiver of notice thereof.

SECTION 3. Stockholders' Consent in Lieu of Meeting. Any action required by the General Corporation Law of the State of Delaware to be taken at any annual or special meeting of the stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the stockholders.

ARTICLE III

Board of Directors

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by the Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Certificate of Incorporation directed or required to be exercised or done by the stockholders.

SECTION 2. Number and Term of Office. The number of directors shall be three or such other number as shall be fixed from time to time by the stockholders. The term "whole Board" is used herein to refer to the number of directors from time to time authorized to be on the Board regardless of the number of directors then in office. Directors need not be stockholders. Each director shall hold office until his successor is elected and qualified, or until his earlier death or resignation or removal in the manner hereinafter provided.

SECTION 3. Resignation, Removal and Vacancies. Any director may resign at any time by giving written notice to the Board, the Chairman of the Board, the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof; and, unless otherwise speci-

fied therein, the acceptance of such resignation shall not be necessary to make it effective.

Any director or the entire Board may be removed, with or without cause, at any time by the holders of a majority of the shares then entitled to vote at an election of directors or by written consent of the stockholders pursuant to Section 3 of Article II hereof.

Vacancies occurring in the Board as a result of removal of directors without cause or the creation of new directorships increasing the number of directors may be filled only by vote of the stockholders or by their written consent pursuant to Section 3 of Article II hereof. Other vacancies occurring in the Board for any other reason may be filled by such vote or consent of the stockholders or by vote of the Board or by the directors' written consent pursuant to Section 5 of this Article. If the number of directors then in office is less than a quorum, such other vacancies may be filled by vote of a majority of the directors then in office.

SECTION 4. Meetings.

(A) Annual Meetings. As soon as practicable after each annual election of directors, the Board shall meet for the purpose of organization and the transaction of other business, unless it shall have transacted all such business

by written consent pursuant to Section 5 of this Article and shall have within the consent waived the holding of such meeting.

(B) Other Meetings. Other meetings of the Board shall be held at such times and places as the Board, the Chairman of the Board or the President shall from time to time determine.

(C) Notice of Meetings. The Secretary shall give notice to each director of each meeting, including the time, place and purpose of such meeting. Notice of each such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least two days before the day on which such meeting is to be held, or shall be sent to him at such place by telegraph, cable wireless or other form of recorded communication, or be delivered personally or by telephone not later than the day before the day on which such meeting is to be held, but notice need not be given to any director who shall attend such meeting. A written waiver of notice, signed by the person entitled thereto, whether before or after the time of the meeting stated therein, shall be deemed equivalent to notice.

(D) Place of Meetings. The Board may hold its meetings at such place or places within or without the State of Delaware as the Board may from time to time determine, or

as shall be designated in the respective notices of waivers of notice thereof.

(E) Quorum and Manner of Acting. One-third of the total number of directors then in office (but not less than two) shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting, and the vote of a majority of those directors present at any such meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board, except as otherwise expressly required by law or these By-laws. In the absence of a quorum for any such meeting, a majority of the directors present thereat may adjourn such meeting from time to time until a quorum shall be present.

(F) Organization. At each meeting of the Board, one of the following shall act as chairman of the meeting and preside, in the following order of precedence:

- (a) the Chairman of the Board;
- (b) the President;
- (c) any director chosen by a majority of the
directors present

The Secretary of, in the case of his absence, any person (who shall be an Assistant Secretary, if an Assistant Secretary is present) whom the chairman shall appoint shall act as secretary of such meeting and keep the minutes thereof.

SECTION 5. Directors' Consent in Lieu of a Meeting.

Action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Board.

SECTION 6. Action by Means of Conference Telephone or Similar Communications Equipment. Any one or more members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or any such committee by means of conference telephone or similar communications equipment by means of which all persons participating in a meeting by such means shall constitute presence in person at such meeting.

ARTICLE IV

Committees of the Board

SECTION 1. Appointment of Executive Committee. The Board may from time to time by resolution passed by a majority of the whole Board designate from its members an Executive Committee to serve at the pleasure of the Board. The Chairman of the Executive Committee shall be designated by the Board. The Board may designate one or more directors

as alternate members of the Executive Committee, who may replace any absent or disqualified member or members at any meeting of the Executive Committee. The Board shall have power at any time to change the membership of the Executive Committee, to fill all vacancies in it and to discharge it, either with or without cause.

SECTION 2. Procedures of Executive Committee. The Executive Committee, by a vote of a majority of its members, shall fix the time, place and manner of holding its meetings, shall determine the number of its members requisite to constitute a quorum for the transaction of business and shall prescribe its own rules of procedure, no change in which shall be made except by a majority vote of its members or by the Board.

SECTION 3. Powers of Executive Committee. During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers and authority of the Board in the management and direction of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it, except that the Executive Committee shall not have power or authority in reference to:

- (a) amending the Certificate of Incorporation;

(b) adopting an agreement of merger or consolidation;

(c) recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets;

(d) recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution;

(e) amending the By-laws; or

(f) declaring a dividend or authorizing the issuance of stock.

SECTION 4. Reports of Executive Committee. The Executive Committee shall keep regular minutes of its proceedings, and all action by the Executive Committee shall be reported promptly to the Board. Such action shall be subject to review by the Board, provided that no rights of third parties shall be affected by such review.

SECTION 5. Appointment of Compensation Committee. The Board may from time to time by resolution adopted by a majority of the whole Board designate from its members a Compensation Committee to serve at the pleasure of the Board. The Chairman of the Compensation Committee shall be designated by the Board. The Board may designate one or more directors as alternate members of the Compensation Committee, who may replace any absent or disqualified member of members

at any meeting of the Compensation Committee. The Board shall have power at any time to change the membership of the Compensation Committee, to fill all vacancies in it and to discharge it, either with or without cause. The Compensation Committee shall have power to determine the amounts of compensation to be paid to directors and officers of the Corporation and to such other employees and agents of the Corporation as the Board shall designate and shall have such other powers as may be granted to it by resolution adopted by a majority of the whole Board; provided, however, that the Compensation Committee shall not have any powers not allowed to the Executive Committee under Section 3 of this Article VI.

SECTION 6. Other Committees. The Board, by resolution adopted by a majority of the whole Board, may designate from among its members one or more other committees, each of which shall have such authority of the Board as may be specified in the resolution of the Board designating such committee; provided, however, that any such committee so designated shall not have any powers not allowed to the Executive Committee under Section 3 of this Article IV. The Board shall have power at any time to change the members of any such committee, designate alternate members of any such committee and fill vacancies therein; and any such committee shall serve at the pleasure of the Board.

ARTICLE V

Officers

SECTION 1. Executive Officers. The executive officers of the Corporation shall be a President, a Secretary and a Treasurer and may include a Chairman of the Board, one or more Vice Presidents, a Controller or one or more Assistant Secretaries, Assistant Treasurers or Assistant Controllers. Any two or more offices may be held by the same person.

SECTION 2. Authority and Duties. All officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these By-laws or, to the extent not so provided, by the Board.

SECTION 3. Term of Office, Resignation and Removal. All officers shall be elected or appointed by the Board and shall hold office for such term as may be prescribed by the Board. The Chairman of the Board, if any, and the President shall be elected or appointed from among the members of the Board. Each officer shall hold office until his successor has been elected or appointed and qualified or his earlier death or resignation or removal in the manner hereinafter provided. The Board may require any officer to

give security for the faithful performance of his duties.

Any officer may resign at any time by giving written notice to the President or the Secretary of the Corporation, and such resignation shall take effect at the time specified therein or, if the time when it shall become effective is not specified therein, at the time it is accepted by action of the Board. Except as aforesaid, the acceptance of such resignation shall not be necessary to make it effective.

All officers and agents elected or appointed by the Board shall be subject to removal at any time by the Board or by the stockholders of the Corporation with or without cause.

SECTION 4. Vacancies. If an office becomes vacant for any reason, the Board shall fill such vacancy. Any officer so appointed or elected by the Board shall serve only until such time as the unexpired term of his predecessor shall have expired unless reelected or reappointed by the Board.

SECTION 5. Chairman of the Board. If there shall be a Chairman of the Board, he shall preside at meetings of the Board and of the stockholders at which he is present, and shall give counsel and advice to the Board and the officers of the Corporation on all subjects touching the welfare of the Corporation and the conduct of its business. He shall

perform such other duties as the Board may from time to time determine. Except as otherwise provided by resolution of the Board he shall be ex-officio a member of all committees of the Board.

SECTION 6. The President. The President shall be the Chief Executive Officer of the Corporation and unless the Chairman of the Board be present or the Board has provided otherwise by resolution, he shall preside at all meetings of the Board and the stockholders. He shall be ex-officio a member of all committees of the Board, shall have general and active management and control of the business and affairs of the Corporation subject to the control of the Board and the Executive Committee, if any, and shall see that all orders and resolutions of the Board and the Executive Committee, if any, are carried into effect.

SECTION 7. Vice-Presidents. The Vice-President or, if there be more than one, the Vice-Presidents in the order of their seniority or in any other order determined by the Board, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the Board or the President shall prescribe.

SECTION 8. The Secretary. The Secretary shall,

to the extent practicable, attend all meetings of the Board and all meetings of the stockholders and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and of the Board, and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he shall act. He shall keep in safe custody the seal of the Corporation and affix the same to any duly authorized instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary or Assistant Treasurer. He shall keep in safe custody the certificate books and stockholder records and such other books and records as the Board may direct and shall perform all other duties as incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board, the President, the Executive Committee or the Board.

SECTION 9. Assistant Secretaries. The Assistant Secretaries, if any, in order of their seniority or in any other order determined by the Board shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other

duties as the Board or the Secretary shall prescribe.

SECTION 10. The Treasurer. The Treasurer shall have the care and custody of the corporate funds and other valuable effects, including securities, and shall keep full and accurate accounts or receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman of the Board, the President or the Board. If required by the Board, the Treasurer shall give the Corporation a bond for such term, in such sum and with such surety or sureties as shall be satisfactory to the Board of the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers,

money and other property of whatever kind in his possession or under his control belonging to the Corporation.

SECTION 11. Assistant Treasurer. The Assistant Treasurers, if any, in the order of their seniority or in any other order determined by the Board, shall in the absence or disability of the Treasurer perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board or the Treasurer shall prescribe.

SECTION 12. The Controller. The Controller, if any, shall maintain adequate records of all assets, liabilities and transactions of the Corporation and shall have adequate audits thereof currently and regularly made. In conjunction with other officers, he shall initiate and enforce measures and procedures whereby the business of the Corporation shall be conducted with the maximum safety, efficiency and economy. He shall attend all meetings of the Board and shall report to the Chairman of the Board, the President or the Board, as the Board may prescribe.

SECTION 13. Assistant Controllers. The Assistant Controllers, if any, in the order of their seniority, or in any other order determined by the Board, shall, in the absence or disability of the Controller, perform the duties and exercise the powers of the Controller and shall perform all other duties as the Board or the Controller shall pre-

scribe.

ARTICLE VI

Contracts, Checks, Drafts, Bank Accounts, etc.

SECTION 1. Execution of Documents. The Board shall designate the officers, employees and agents of the Corporation who shall have power to execute and deliver deeds, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation, and may authorize such officers, employees and agents to delegate such power (including authority to redelegate) by written instrument to other officers, employees or agents of the Corporation; and, unless so designated or expressly authorized by these By-laws, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

SECTION 2. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the Board of Treasurer or any other officer of the Corporation to whom power in this respect shall have been given by the Board shall select.

SECTION 3. Proxies in Respect of Stock or Other Securities of Other Corporations. The Board shall designate the officers of the Corporation who shall have authority from time to time to appoint an agent or agents of the Corporation to exercise in the name and on behalf of the Corporation the powers and rights which the Corporation may have as the holder of stock or other securities in any other corporation, and to vote or consent in respect of such stock or securities; such designated officers may instruct the person or persons so appointed as to the manner of exercising such powers and rights; and such designated officers may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, such written proxies, powers of attorney or other instruments as they may deem necessary or proper in order the the Corporation may exercise its said powers and rights.

ARTICLE VII

Shares and Their Transfer; Fixing Record Date

SECTION 1. Certificates for Shares. Every owner of stock of the Corporation shall be entitled to have a certificate certifying the number and class of shares owned by him in the Corporation, which shall otherwise be in such form as shall be prescribed by the Board. Certificates shall be

issued in consecutive order and shall be numbered in the order of their issue, and shall be signed by, or in the name of the Corporation by the Chairman of the Board, the President or a Vice President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary.

SECTION 2. Record. A record (herein called the stock record) in one or more counterparts shall be kept of the name of the person, firm or corporation owning the shares represented by each certificate for stock of the Corporation issued, the number of shares represented by each such certificate, the date thereof and, in the case of cancellation, the date of cancellation. Except as otherwise expressly required by law, the person in whose name shares of stock stand on the stock records of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

SECTION 3. Transfer and Registration of Stock.

(a) The transfer of stock and certificate of stock which represent the stock of the Corporation shall be governed by Article 8 of Subtitle 1 of Title 6 of the Delaware Code (the Uniform Commercial Code, as amended from time to time).

(b) Registration of transfers of shares of the Corporation shall be made only on the books of the Corporation upon request of the registered holder thereof, or of

his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and upon the surrender of the certificate or certificates for such shares properly endorsed or accompanied by a stock power duly executed.

SECTION 4. Addresses of Stockholders. Each stockholder shall designate to the Secretary of the Corporation an address at which notices of meetings and all other corporate notices may be served or mailed to him, and, if any stockholder shall fail to designate such address, corporate notices may be served upon him by mail directed to him at his post office address, if any, as the same appears on the share record books of the Corporation or at his last known post office address.

SECTION 5. Lost, Destroyed and Mutilated Certificates. The holder of any shares of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate therefor, and the Board or a committee designated thereby with power so to act may, in its discretion, cause to be issued to him a new certificate or certificates for shares, upon the surrender of the mutilated certificates or, in the case of loss or destruction of the certificate, upon satisfactory proof of such loss or destruction, and the Board or such committee may, in its

discretion, require the owner of the lost or destroyed certificate or his legal representative to give the Corporation a bond in such sum and with such surety or sureties as it may direct to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or destruction or any such certificate.

SECTION 6. Regulations. The Board may make such rules and regulations as it may deem expedient, not inconsistent with these By-laws, concerning the issue, transfer and registration of certificates for stock of the Corporation. The Board may appoint or authorize any officer or officers to appoint one or more transfer clerks or one or more transfer agents and one or more registrars and may require all certificates for stock to bear the signature or signatures of any of them.

SECTION 7. Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful

action, the Board may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. A determination of stockholders entitled to notice of or to vote at a meeting of the stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

ARTICLE VIII

Seal

The Board shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the words and figures "Corporate Seal 1977 Delaware."

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall end on the thirty-first day of December in each year unless changed by resolution of the Board.

ARTICLE X

Indemnification and Insurance

SECTION 1. Indemnification. Each person who has been or is a party or is threatened to be made a party to any

threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was or has agreed to become a director, officer or employee of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, and expenses incurred in connection therewith may be advanced by the Corporation, all to the full extent and in the manner permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time. Similar indemnification may be provided by the Corporation to any person, not a director, officer or employee, who has been or is a party or is threatened to be made a party to any such action, suit or proceeding by reason of the fact that he or she is or was or has agreed to become an agent of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation or for its benefit as an agent of another corporation, partnership, joint venture, trust or other enterprise.

Indemnification of, and advancement of expenses to, a director, officer or employee of the Corporation or of another corporation, partnership, joint venture, trust or other enterprise under this Section 1 of Article X (unless otherwise ordered by a court) shall be made by the Corporation unless a determination is made that indemnification of the director, officer or employee is not proper in the circumstances because he or she has not met the applicable standard of conduct set forth in Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time. Any indemnification of, and advancement of expenses to, an agent of the Corporation or of another corporation, partnership, joint venture, trust or other enterprise under this Section 1 of Article X (unless otherwise ordered by a court) may be made by the Corporation unless a determination is made that indemnification of the agent is not proper in the circumstances because he or she has not met the applicable standard of conduct set forth in such Section 145. Any such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a

written opinion, or (3) by the stockholders. No such determination shall create any presumption in any action, suit or proceeding that any director, officer, employee or agent has not met the applicable standard of conduct. No termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall, of itself, create any presumption that any director, officer, employee or agent has not met the applicable standard of conduct.

The foregoing indemnification provisions shall be deemed to be a contract between the Corporation and each director, officer and employee who serves in such capacity at any time while such provisions, as well as the relevant provisions of the General Corporation Law of the State of Delaware, are in effect, and any amendment or repeal thereof shall not affect any right or obligation then existing with respect to any state of facts then or previously existing or any action, suit or proceeding previously or thereafter brought or threatened based in whole or in part upon any such state of facts. Such contract right may not be modified retroactively without the consent of such director, officer or employee, as the case may be.

The indemnification provided by this Section 1 of Article X shall not be deemed exclusive of any other rights

to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Invalidation of any portion of this Section 1 of Article X shall not affect the validity of any other portion hereof.

SECTION 2. Insurance for Indemnification. The Corporation may purchase and maintain insurance for the indemnification of the Corporation and the directors, officers, employees and agents of the Corporation to the full extent and in the manner permitted by the applicable laws of the United States and the State of Delaware from time to time in effect.

ARTICLE XI

Amendments

Any by-laws (including these By-laws) may be adopted, amended or repealed by the vote of the holders of the majority of the shares then entitled to vote at an election of directors or by consent of the stockholders pursuant to Section 3 of Article II hereof.