



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ October 7, 1982 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

- M. To...

DATE: _____

October 7, 1982



State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Incorporation of "UNILEVER CAPITAL CORPORATION", was received and filed in this office the seventh day of October, A.D. 1982, at 10 o'clock A.M.

And I do hereby further certify that a Certificate of Change of Location of Registered Office of the companies represented by "The Corporation Trust Company", as it applies to "UNILEVER CAPITAL CORPORATION", was received and filed in this office the twenty-seventh day of July, A.D. 1984, at 4:30 o'clock P.M.

And I do hereby further certify that the aforesaid Certificates are the only Certificates on record of the aforesaid Corporation.

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence not having been cancelled or dissolved so far as the records of this office show and is duly authorized to transact business.

And I do hereby further certify that the Annual Reports have been filed to date.

And I do hereby further certify that the Franchise Taxes have been paid to date.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this *twenty-eighth* *day*

10/7/82

CERTIFICATE OF INCORPORATION
OF
UNILEVER CAPITAL CORPORATION

ARTICLE I

Name

The name of the corporation (hereinafter called the "Corporation") is:

UNILEVER CAPITAL CORPORATION

ARTICLE II

Registered Office and Registered Agent

The address of the Corporation's registered office in the State of Delaware is 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

Business or Purposes To Be
Conducted or Promoted

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 Delaware.

ARTICLE IV

Capital Stock

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE V

Incorporator

The name and mailing address of the incorporator of the Corporation is J. Carr Gamble, III, One Chase Manhattan Plaza, 57th Floor, New York, N. Y. 10005.

ARTICLE VIBusiness and Affairs of the Corporation

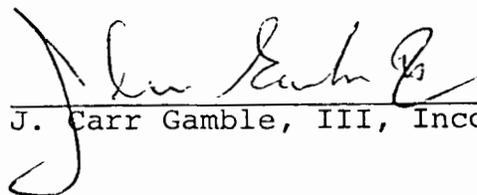
SECTION 1. Elections of directors need not be by written ballot unless and except to the extent the By-laws of the Corporation (the "By-laws") shall so provide.

SECTION 2. Any director or any officer of the Corporation elected or appointed by its stockholders or by its Board of Directors may be removed at any time in such manner as shall be provided in the By-laws, except as otherwise provided by law.

SECTION 3. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Corporation, in the By-laws, may authorize and empower

the Board of Directors to adopt, amend or repeal the By-laws in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation; the stockholders of the Corporation entitled to vote, however, retain the power to adopt, amend or repeal the By-laws.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying, under penalties of perjury, that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand as of this day of October 1982.



J. Carr Gamble, III, Incorporator



State
of
DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Change of Location of Registered Office of the companies represented
by "The Corporation Trust Company", as it applies to "UNILEVER CAPITAL CORPORATION",
as received and filed in this office the twenty-seventh day of July, A.D. 1984, at
4:30 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-eighth *day*

FILED
JUL 27 1984 4:30 P.M.

CERTIFICATE OF CHANGE OF ADDRESS OF
REGISTERED OFFICE AND OF REGISTERED AGENT

Arthur C. Kasper
COMMISSIONER OF STATE

PURSUANT TO SECTION 134 OF TITLE 8 OF THE DELAWARE CODE

To: DEPARTMENT OF STATE
Division of Corporations
Townsend Building
Federal Street
Dover, Delaware 19903

Pursuant to the provisions of Section 134 of Title 8 of the Delaware Code, the undersigned Agent for service of process, in order to change the address of the registered office of the corporations for which it is registered agent, hereby certifies that:

1. The name of the agent is: The Corporation Trust Company

2. The address of the old registered office was:

100 West Tenth Street
Wilmington, Delaware 19801

3. The address to which the registered office is to be changed is:

Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

The new address will be effective on July 30, 1984.

4. The names of the corporations represented by said agent are set forth on the list annexed to this certificate and made a part hereof by reference.

IN WITNESS WHEREOF, said agent has caused this certificate to be signed on its behalf by its Vice-President and Assistant Secretary this 25th day of July, 1984

VOL 0141 PAGE 871

10 Am
FILED

CERTIFICATE OF INCORPORATION
OF
UNILEVER CAPITAL CORPORATION

DEC 1 1977
Michael H. ...
SECRETARY OF STATE

ARTICLE I

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UNILEVER CAPITAL CORPORATION

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Registered Office and Registered Agent

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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 Delaware.

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The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE V

Incorporator

The name and mailing address of the incorporator of the Corporation is J. Carr Gamble, III, One Chase Manhattan Plaza, 57th Floor, New York, N. Y. 10005.

ARTICLE VIBusiness and Affairs of the Corporation

SECTION 1. Elections of directors need not be by written ballot unless and except to the extent the By-laws of the Corporation (the "By-laws") shall so provide.

SECTION 2. Any director or any officer of the Corporation elected or appointed by its stockholders or by its Board of Directors may be removed at any time in such manner as shall be provided in the By-laws, except as otherwise provided by law.

SECTION 3. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Corporation, in the By-laws, may authorize and empower

the Board of Directors to adopt, amend or repeal the By-laws in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation; the stockholders of the Corporation entitled to vote, however, retain the power to adopt, amend or repeal the By-laws.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying, under penalties of perjury, that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand as of this day of October 1982.

J. Carr Gamble, III
J. Carr Gamble, III, Incorporator

UNILEVER CAPITAL CORPORATION

Incorporated under the laws
of the State of Delaware

BY-LAWS

As adopted on October 7, 1982

BY-LAWS OF UNILEVER CAPITAL CORPORATION

ARTICLE I

Offices

SECTION 1. Registered Office. The registered office of UNILEVER CAPITAL CORPORATION (hereinafter called the Corporation) in the State of Delaware shall be at 100 West Tenth 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 or 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 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 or 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 or 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 or, 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 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 the meeting can hear each other, and participation 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 or 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~~ 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 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 of 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 for 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 Treasurers. 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 or 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 that 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 cancelation, the date of cancelation. Except as otherwise expressly required by law, the person in whose name shares of stock stand on the stock record 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 certificates 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 of 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 1962 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. (a) Any person made,

or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by the reason of the fact that he, his testator or intestate is or was a director, officer, employee or agent of the Corporation, any corporation which may be absorbed in a consolidation or merger with the Corporation and which if its separate existence had continued would have had power and authority to indemnify such person (a "Predecessor"), or any corporation, partnership, joint venture, trust or other enterprise which he served as director, officer, employee or agent at the request of the Corporation or a Predecessor (an "Affiliate"), shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, or in connection with any appeal therein; provided, that such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, Predecessor or Affiliate, as the case may be, or with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful; except, in the case of an action, suit or proceeding by or in the right of the Corporation in relation to matters as

to which it shall be adjudged in such action, suit or proceeding that such director, officer, employee or agent is liable for negligence or misconduct in the performance of his duties, unless a court having jurisdiction shall determine that, despite such adjudication, such person is fairly and reasonably entitled to indemnification.

(b) Without limitation of any right conferred by paragraph (a) of this Section, any person made, or 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, his testator or intestate is or was a director, officer, employee or agent of the Corporation, a Predecessor or an Affiliate and is or was serving as a fiduciary of, or otherwise rendering services to, any employee benefit plan of or relating to the Corporation, a Predecessor or an Affiliate, shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, or in connection with any appeal therein; provided, that such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation,

Predecessor or Affiliate, as the case may be, or with respect to a criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; except in the case of an action, suit or proceeding by or in the right of the Corporation in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer, employee or agent is liable for negligence of misconduct in the performance of his duties, unless a court having jurisdiction shall determine that, despite such adjudication, such person is fairly and reasonably entitled to indemnification.

(c) The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any director, officer, employee or agent may be entitled or of any power of the Corporation apart from the provisions of this Section.

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-law (including these By-laws) may be adopted, amended or repealed by the vote of the holders of a 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.