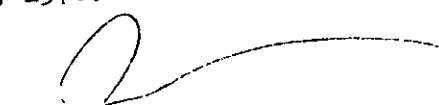


1970 shall terminate upon the election of their successors. At such annual meeting one class of Trustees shall be elected to hold office for a term of one year, one class of Trustees shall be elected to hold office for a term of two years and one class of Trustees shall be elected to hold office for a term of three years and in each case until their respective successors shall have been duly elected and qualified. Commencing with the Annual Meeting in 1971, at each such annual meeting one class of Trustees shall be elected to hold office for a term of three years and until their respective successors are elected and qualified. Election of Trustees of any class shall be by a plurality of the votes cast at duly constituted meetings of Shareholders at which a quorum, consisting of the holders of a majority of the outstanding shares, is present in person or by proxy. At any such annual meeting the Shareholders shall elect a Trustee to fill the unexpired portion of the term of a Trustee whose position is vacant as a result of death, resignation, removal or increase in the number of Trustees. Any Trustee may be removed at any meeting of Shareholders called for the purpose by the affirmative vote of the holders of at least two-thirds (2/3) of the shares then outstanding and entitled to vote. Neither removal nor election of Trustees pursuant to this Section shall become effective unless and until a certificate signed and acknowledged by one of the Trustees not so removed or elected (such certificate in the case of an election of one or more Trustees to bear the written acceptance of the Trustee or Trustees so elected) shall have been recorded in the Registry."

IN WITNESS WHEREOF, I have signed this Certificate
this 7th day of September, 1970.



Trustee