

2. Except as otherwise provided by law, by the Certificate of Incorporation of the Corporation, or by resolution or resolutions of the Board of Directors providing for the issuance of any series of Preferred Stock, the holders of the Common Stock shall have the sole voting power and the holders of the Common Stock shall have one vote for each share on each matter submitted to a vote of the stockholders of the Corporation.

3. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (sometimes referred to as "liquidation"), after payment or provision for payment of the debts and other liabilities of the Corporation and the preferential amounts to which the holders of any stock ranking prior to the Common Stock in the distribution of assets shall be entitled upon liquidation, the holders of the Common Stock and the holders of any other stock ranking on a parity with the Common Stock in the distribution of assets upon liquidation shall be entitled to share in the remaining assets of the Corporation according to their respective interests.

FIFTH: The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Mailing Address</u>
B. J. Consono	100 West Tenth Street Wilmington, Delaware

SIXTH: The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

George W. Bengert	110 N. Wacker Dr., Chicago, Illinois
Gideon M. Blaisdell	110 N. Wacker Dr., Chicago, Illinois
Lewis F. Bonham	110 N. Wacker Dr., Chicago, Illinois
O. G. Kennedy	110 N. Wacker Dr., Chicago, Illinois
Garfield King	110 N. Wacker Dr., Chicago, Illinois
L. M. McBride	110 N. Wacker Dr., Chicago, Illinois
Daniel Peterkin, Jr.	110 N. Wacker Dr., Chicago, Illinois
Joseph E. Rich	110 N. Wacker Dr., Chicago, Illinois
John C. Whitehead	110 N. Wacker Dr., Chicago, Illinois

SEVENTH: Additional provisions relating to the business of the Corporation, its affairs, its rights or its powers, or the rights or powers of its stockholders, directors or officers, in furtherance of its business and purposes, and not in limitation of the general powers now or hereafter conferred upon corporations formed under the General Corporation Law of the State of Delaware, are as follows:

1. All of the powers conferred upon corporations formed under the General Corporation Law of the State of Delaware, as amended from time to time, and the Certificate of Incorporation of the Corporation, may be exercised by the Board of Directors of the Corporation, except as may be provided otherwise by law, the Certificate of Incorporation of the Corporation, or the By-Laws of the Corporation.

2. The books and records of the Corporation may be kept outside the State of Delaware at such place or places as from time to time may be designated by the Board of Directors or in the By-Laws of the Corporation.

3. Subject to the General Corporation Law of the State of Delaware, the By-Laws may determine the circumstances under which, and the manner in which, the stockholders shall be permitted to inspect the books, accounts and documents of the Corporation.

4. No election of directors need be by written ballot unless the By-Laws shall otherwise provide.

5. In the event that the Corporation pays criminal penalties, civil damages or expenses, either voluntarily or involuntarily and either as a result of a judgment against it which has become final or in avoidance thereof, neither the Corporation, the Board of Directors nor the officers shall be required to seek or obtain nor shall the directors or officers be personally liable for not seeking or obtaining, indemnification or reimbursement from any director, officer or employee of the Corporation or any sub-

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