

EIGHTH: The power to make, alter, amend or repeal the By-Laws of the Corporation is hereby conferred exclusively upon the Board of Directors of the Corporation, and the vote of the Board of Directors necessary to alter, amend or repeal any provision of the By-Laws of the Corporation shall be as set forth in the By-Laws of the Corporation. The vote of the holders of at least two-thirds of the issued and outstanding shares of the Corporation entitled to vote shall be necessary at any meeting of stockholders to alter, amend or repeal this ARTICLE EIGHTH.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred herein upon stockholders and directors are granted subject to this reservation.

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