

or more certificates for such shares for cancellation, shall be entitled to receive one or more certificates for the number of shares of Class A Stock into which the shares of stock theretofore represented by the one or more certificates so surrendered shall have been converted as aforesaid.

(b) Each three shares of Car Ferry Class B Stock, issued and outstanding just prior to such filing, and all rights in respect thereof shall, without any action by the holder thereof, be converted into two shares of Class B Stock, and each holder of shares of Car Ferry Class B Stock, upon surrender to the Corporation of one or more certificates for such shares for cancellation, shall be entitled to receive one or more certificates for the number of shares of Class B Stock into which the shares of stock theretofore represented by the one or more certificates so surrendered shall have been converted as aforesaid.

TWELFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the By-Laws of the Corporation.

To authorize and cause to be executed, without reference to other authority of the stockholders, mortgages and liens upon the real and personal property of the Corporation.

(Continued on next page)