

of the Corporation's Class A Voting Common Stock and Class B Non-Voting Common Stock shall be as follows:

The shares of Class A Voting Common Stock (hereinafter referred to as "Class A Stock") and the shares of Class B Non-Voting Common Stock (hereinafter referred to as "Class B Stock") shall, except as hereinafter provided, be identical in all respects.

1. Dividends. The holders of Class A Stock and Class B Stock shall be equally entitled to receive, share for share, without preference or distinction as to class, such dividends as may be declared on the Common Stock from time to time by the Board of Directors, provided, however, that in the case of the declaration by the Board of Directors of any dividend payable in shares of Common Stock of the Corporation, the portion of such dividend payable on shares of Class A Stock may consist of either Class A Stock or Class B Stock or both, but the portion of such dividend payable on shares of Class B Stock shall consist only of Class B Stock.

2. Liquidation. After payment or provision for payment of the debts and other liabilities of the Corporation, then and not otherwise, the holders of Class A Stock and Class B Stock shall be equally entitled to receive, share for share, without preference or distinction as to class, upon liquidation of the Corporation, all assets of the Corporation remaining after such payment or provision for payment.

3. Voting Rights. All rights to vote and voting power shall be vested exclusively in the shares of Class A
(Continued on next page)