

reduction of its capital, be entitled to receive in full out of the assets of the corporation, including its capital, before any amount shall be paid or distributed among the holders of Common Shares or any other shares of the corporation, except the Preferred Shares, the amounts fixed with respect to shares of such series in accordance with section 1 of this Division B, plus in any such event an amount equal to all dividends accrued and unpaid thereon to the date of payment of the amount due pursuant to such liquidation, dissolution or winding up of the corporation. In case the net assets of the corporation legally available therefor are insufficient to permit the payment upon all outstanding Serial Preferred Shares of the full preferential amount to which they are respectively entitled, then such net assets shall be distributed ratably upon outstanding shares of Serial Preferred Shares in proportion to the full preferential amount to which each such share is entitled.

After payment to holders of Serial Preferred Shares of the full preferential amounts as aforesaid, holders of Serial Preferred Shares as such shall have no right or claim to any of the remaining assets of the corporation.

In this Division "dividends accrued and unpaid" on any share means an amount computed by dividing the annual dividend payable on the share (whether earned, declared, paid or not) by 365 and multiplying the result by the number of days from the date on which dividends on the share first became cumulative through the date of payment of the amount due or the redemption date, as the case may be, and subtracting from the product the sum of dividends paid (without interest) on the share and of dividends declared on the share for whose payment a sufficient sum has been set aside.

(b) The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or the sale, lease, or conveyance of all or any part of the property or business of the corporation, shall not be deemed to be a dissolution, liquidation or winding up of the corporation for the purposes of this section 5 of this Division B. No purchase redemption or retirement of any shares of the corporation in any manner authorized or permitted by these Amended Articles of Incorporation shall be considered a reduction of capital within the meaning of this section 5 of this Division B.

6. *Voting Rights:* (a) The holders of Serial Preferred Shares shall be entitled to one vote for each such share upon all matters presented to shareholders; and, except as otherwise provided herein or required by law, the holders of Serial Preferred Shares, the holders of Preferred Shares and the holders of Common Shares shall vote together as one class on all matters.

If, and so often as, the corporation shall be in default in the payment of the equivalent of six quarterly dividends (whether or not consecutive) on any series of Serial Preferred Shares at the time outstanding, whether or not earned or declared, the holders of Serial Preferred Shares of all series voting separately as a class and in addition to all other rights to vote for directors shall be entitled to elect, as herein provided, two members of the Board of Directors of the corporation; provided, however, that the holders of Serial Preferred Shares shall not have or exercise such special class voting rights except at meetings of the shareholders for the election of Directors at which the holders of not less than a majority of the outstanding Serial Preferred Shares of all series are present in person or by proxy; and provided further that the special class voting rights provided for herein when the same