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or substantially all of the assets of the Corporation as an entirety, shall not be deemed to be a liquidation of the Corporation for the purpose of the foregoing provisions of this Section 6

(a) If at any time the amount of any dividends on the Preference Stock which have accrued have not been paid, or declared and a sum sufficient for the payment thereof set aside, and such amount shall be at least equal to the amount of six full quarterly dividends on the Preference Stock, the holders of the Preference Stock, voting as a class, shall be entitled to elect two directors, in addition to the number of directors elected by the holders of all shares of the Corporation entitled to vote for the election of directors, and in such event the authorized number of directors of the Corporation shall, without further corporate action, be increased by two; provided, however, that such voting rights of the holders of the Preference Stock shall continue only until either all quarterly dividends accrued on the Preference Stock have been paid, or declared and a sum sufficient for the payment thereof set aside, at which time the special right of the holders of the Preference Stock to vote separately as a class for the election of two directors shall terminate.

After the occurrence of the event entitling the holders of Preference Stock to elect two directors, either (1) such directorships may be filled by action without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of all of the outstanding shares of Preference Stock, or (2) the Secretary of the Corporation shall within ten (10) days of the occurrence of such event call a special meeting of the holders of Preference Stock for the purpose of filling such directorships. Notwithstanding the foregoing, the Secretary shall not be required to call such meeting and the holders of Preference Stock shall not be entitled to act by such written consent, if such event shall have occurred less than sixty (60) days before the date fixed for any annual meeting of stockholders, and if in any such case such special meeting is not called or such written consent is not effected, the holders of Preference Stock shall be entitled to vote at such annual meeting to fill any such office or offices. All expenses incurred in connection with holding any such meeting or obtaining such consents shall be borne by the Corporation.

At any meeting held for the purpose of electing directors at which the holders of Preference Stock shall have the special right to elect directors as provided herein, the presence, in person or by proxy, of the holders of at least 33 1/3% of the then outstanding aggregate number of shares of Preference Stock shall be required to constitute a quorum for the election of any director by the holders of such series. At any such meeting or adjournment thereof, (i) the absence of a quorum shall not prevent the election of directors other than those to be elected by the Preference Stock voting separately and the absence of a quorum for the election of such other directors shall not prevent the election of the directors to be elected by the Preference Stock voting separately, and (ii) in the absence of either or both such quorums, a majority of the holders present in person or by proxy of the class or classes which lack a quorum shall have power to adjourn the meeting for the election of directors which they are entitled to elect from time to time without notice other than announcement at the meeting until a quorum shall be present.

In any such election the holders of the Preference Stock shall be entitled to one vote per share and the vote of a majority of the shares represented and entitled to vote at any meeting at which a quorum is present shall be the act of such holders.

Except as hereinbefore provided, the directors to be elected by the holders of the Preference Stock shall be elected at annual meetings of the stockholders of the Corporation and shall serve until the next annual meeting of the stockholders and until their successors shall have been elected and qualified. If after the initial election of directors by the holders of Preference Stock there shall be a vacancy in the office of one of such directors, such vacancy shall be filled by vote of the remaining director theretofore elected by the holders of the Preference Stock or if there be none then by the holders of the Preference Stock in the manner provided above for the initial election of such directors.

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