

qualifications, limitations or restrictions adopted by the Board of Directors providing for the issuance of such Preferred Stock or series thereof; and the Board of Directors is hereby expressly granted the authority to fix by resolution or resolutions such designations and powers, preferences and rights and such qualifications, limitations or restrictions which are permitted by Section 151 of the General Corporation Law of Delaware, as amended from time to time, in respect of any class or classes of stock or any series of any class of stock of the Corporation that may be desired, including, but not by way of limitation, the number, distinctive name and serial designation of such class or series; any dividends payable and the rate, time for and priority of payment thereof; whether such dividends shall be cumulative or not; any participating or other special rights with respect to the payment of dividends; any conversion, exchange, purchase or other privileges to acquire shares of any other class or series or of the Common Stock of the Corporation; any voting power; and any redemption and liquidation price and preferences.

FIFTH: Election of directors need not be by ballot unless the By-laws of the Corporation shall so provide. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors

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