

(b) The vote or consent of the holders of at least two-thirds of the then outstanding shares of Serial Preferred Shares, given in person or by proxy, either in writing or at a meeting called for the purpose at which the holders of Serial Preferred Shares shall vote separately as a class, shall be necessary to effect any one or more of the following (but so far as the holders of Serial Preferred Shares are concerned, such action may be effected with such vote or consent):

(i) Any amendment, alteration or repeal of any of the provisions of the Amended Articles of Incorporation or of the Code of Regulations of the corporation which affects adversely the voting powers, rights or preferences of the holders of Serial Preferred Shares; provided, however, that for the purpose of this clause (i) only, neither the amendment of the Amended Articles of Incorporation of the corporation to authorize, or to increase the authorized or outstanding number of shares of Serial Preferred Shares or of any shares of any class ranking on a parity with or junior to the Serial Preferred Shares, nor the increase by the shareholders pursuant to the Code of Regulations of the number of directors of the corporation shall be deemed to affect adversely the voting powers, rights or preferences of the holders of Serial Preferred Shares; and provided, further, that if such amendment alteration or repeal affects adversely the rights or preferences of one or more but not all then outstanding series of Serial Preferred Shares, only the vote or consent of the holders of at least two-thirds of the number of the then outstanding shares of the series so affected shall be required;

(ii) The authorization of, or the increase in the authorized number of, any shares of any class ranking prior to the Serial Preferred Shares; or

(iii) The purchase or redemption (whether for sinking fund purposes or otherwise) of less than all the then outstanding Serial Preferred Shares except in accordance with a purchase offer made to all holders of record of Serial Preferred Shares, unless all dividends on all Serial Preferred Shares then outstanding for all previous quarterly dividend periods shall have been declared and paid or funds therefor set apart and all accrued sinking fund obligations applicable to all Serial Preferred Shares shall have been complied with.

(c) The vote or consent of the holders of at least a majority of the then outstanding Serial Preferred Shares, given in person or by proxy, either in writing or at a meeting called for the purpose at which the holders of Serial Preferred Shares shall vote separately as a class, shall be necessary (but so far as the holders of Serial Preferred Shares are concerned such action may be effected with such vote or consent) to authorize any shares ranking on a parity with the Serial Preferred Shares or an increase in the authorized number of shares of Serial Preferred Shares.

7. No holder of Serial Preferred Shares of any series shall be entitled as such as a matter of right to subscribe for or purchase any part of any issue of shares of the corporation, of any class whatsoever, or any part of any issue of securities convertible into shares of the corporation, of any class whatsoever, and whether issued for cash, property, services, or otherwise.