

Preferred Stock remaining outstanding in the hands of such holder. If any such applicable law would prohibit the payment in full on the Final Redemption Date of the Redemption Price for the shares of Preferred Stock to be redeemed pursuant to paragraph 3E, (a) no such shares shall be redeemed, (b) the Corporation shall nevertheless pay to the holder(s) of such shares on the Final Redemption Date the amount of \$999 per share, (c) the Redemption Price and Liquidation Value of each such share shall thereupon be reduced by \$999, (d) the Corporation shall purchase and redeem all such shares on the next following anniversary of the Final Redemption Date on which it is no longer prohibited by law from paying in full the Redemption Price for such shares, and (e) the obligation of the Corporation to pay Dividends under paragraph 1 shall continue until all outstanding shares of Preferred Stock are redeemed in accordance with clause (d). In no event shall the Corporation purchase or redeem the last share of Preferred Stock held by any holder unless the Corporation shall have paid to such holder all accrued and unpaid Dividends on all shares of Preferred Stock held by such holder at any time.

4. No Voting Rights. Except as otherwise provided by law, holders of Preferred Stock shall have no right to vote for the election or removal of directors of the Corporation as set forth hereinafter or on any other matter submitted to vote of the stockholders of the corporation.

II. COMMON STOCK

All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

1. Dividends. When and as dividends are declared, whether payable in cash, in property or in securities of the Corporation, the holders of Common Stock of whatever class or series shall be entitled to share equally, share for share, in such dividends.

2. Preemptive Rights. Holders of Common Stock shall have the preemptive right to subscribe for any new or increased shares of any class of voting stock of the Corporation or any rights or options to purchase such voting stock or any securities convertible into such voting stock hereafter authorized for issuance, except that the foregoing provisions shall not apply to any voting stock rights or options or convertible securities of the Corporation:

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