[CONFORMED]

RESTATED CERTIFICATE OF INCORPORATION

OF

SCM CORPORATION

Under Section 807 of the Business Corporation Law

State of New York
Department of State
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John P. Lomenzo
Secretary of State
By M. H.

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SCM CORPORATION

Under Section 807 of the Business Corporation Law

1. The name of the corporation is SCM Corporation. The name under which the corporation was originally formed was L. C. Smith & Bros. Typewriter Co. of Syracuse, N. Y.

2. The Certificate of Incorporation of the corporation was filed by the Department of State on October 30, 1924.

3. The text of the Certificate of Incorporation, as amended heretofore, is hereby restated without further amendment or change to read as hereinafter set forth in full:

FIRST: The name of the corporation shall be SCM Corporation.

SECOND: The purposes of the corporation are as follows:

To engage in any commercial, mercantile, industrial, manufacturing, marine, exploration, mining, agricultural, research, licensing, servicing, agency, securities or brokerage business not prohibited by law, and any, some or all of the foregoing.

To acquire, hold, create interests in, or dispose of real or personal property, tangible or intangible, of any kind in any manner.

THIRD: The amount of capital stock of the corporation shall be $75,000,000 and shall consist of 500,000 shares of Preferred Stock of the par value of $50 each and 10,000,000 shares of Common Stock of the par value of $5 each.

The designations, preferences, privileges and voting powers of said classes of stock of the corporation and the restrictions and qualifications thereof are as follows:

1. (a) The Preferred Stock may be issued from time to time as shares of one or more series of Preferred Stock, and the Board of Directors is expressly authorized, prior to issuance, in the resolution or resolutions providing for the issue of shares of each particular series, to fix the following:

(i) the distinctive serial designation and number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors;

(ii) the annual dividend rate for such series, and the date or dates or method of determining the date or dates from which dividends on shares of such series shall be cumulative;

(iii) the redemption provisions and price or prices, if any, for such series, which may consist of a redemption price or scale of redemption prices applicable only to redemption for a sinking fund and the same or a different redemption price or scale of redemption prices applicable to any other redemption;

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(iv) the amount or amounts which shall be paid to the holders of the shares of such series in the event of voluntary liquidation, dissolution or winding up of the corporation;

(v) the obligation, if any, of the corporation to purchase or redeem shares of such series pursuant to a sinking fund;

(vi) the terms and conditions (with or without limitations), if any, on which shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes or series thereof including the price or prices or the rate or rates of conversion or exchange and the terms and conditions of adjustment thereof, if any; and

(vii) the voting rights, if any, in addition to those specified herein, and any other preferences, privileges and restrictions or qualifications of such series.

(b) All shares of Preferred Stock, regardless of series, shall be of equal rank with each other and shall be identical with each other in all respects except as provided in or permitted by paragraph (a) of this subdivision 1; and the shares of the Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall be cumulative.

(c) In case the stated dividends and the amounts payable on liquidation, dissolution or winding up are not paid in full, the shares of all series of the Preferred Stock shall share ratably in the payment of dividends (including accumulations, if any) in accordance with the sums which would be payable on said shares if all dividends were declared and paid in full, and in any distribution of assets other than by way of dividends in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full.

2. The holders of Preferred Stock of each series shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds legally available for the payment of dividends, cumulative cash dividends at the annual rate for such series (as fixed by the Board of Directors in accordance with subdivision 1 in respect of any series), and no more, payable quarter-yearly, on the 15th days of February, May, August and November in each year, to stockholders of record on the respective dates, not exceeding forty days preceding such dividend payment dates, fixed for the purpose by the Board of Directors in advance of payment of each particular dividend; provided that if dividends on any shares of the Preferred Stock shall be cumulative from a date less than thirty days prior to the first quarter-yearly dividend payment date in respect of such shares, the dividends accrued on such shares to such date shall not be payable on such date but shall be payable on the next following quarter-yearly dividend payment date. The holders of shares of Preferred Stock shall not be entitled to receive any dividends thereon other than the dividends referred to in this subdivision 2.

No dividend shall be paid upon, or declared or set apart for, any share of Preferred Stock of any series for any quarter-yearly dividend period (other than the first quarter-yearly dividend period for any shares if the dividend on such shares for such period shall not then be payable pursuant to the provisions of subdivision 2) unless at the same time a like proportionate dividend for the same quarter-yearly dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid upon, or declared and set apart for, all shares of Preferred Stock of all series then issued and outstanding and entitled to receive such dividend.

3. So long as any shares of the Preferred Stock are outstanding, no dividend whatever shall be paid or declared at any time, and no distribution made, on any junior stock (other than in junior stock) nor shall any shares of junior stock be purchased or otherwise acquired for value or redeemed at any time by the corporation or any subsidiary:

(a) unless all dividends on the Preferred Stock of all series for all past quarter-yearly dividend periods (other than the first quarter-yearly dividend period for any shares if the dividend on such shares for such period shall not then be payable pursuant to the provisions of subdivision 2) shall have been paid and the full dividends thereon for the then current quarter-yearly dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart; and

(b) unless the corporation shall have redeemed, retired or purchased all shares of any series of Preferred Stock required to have been redeemed, retired or purchased at such time pursuant to a sinking fund fixed for such series by the Board of Directors in accordance with subdivision 1,

provided, however, that the foregoing restrictions in this subdivision 3 shall not apply to the acquisition of any junior stock solely in exchange for, or solely out of the proceeds of sale of, any other junior stock.

Subject to the foregoing provisions of this subdivision 3, and to any further limitations provided by the Board of Directors in accordance with subdivision 1 in respect of any series, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on any junior stock from time to time out of any funds of the corporation legally available therefor, and the Preferred Stock shall not be entitled to participate in any such dividends.

4. Subject to the provisions of subdivision 5, the corporation at its option (expressed by resolution of the Board of Directors) or for the purpose of any sinking fund therefor may (except as otherwise provided by the Board of Directors in accordance with subdivision 1 in respect of any series) redeemd the outstanding shares of Preferred Stock, or of any one or more series thereof, at any time in whole, or from time to time in part, upon notice duly given as hereinafter specified, at the applicable redemption price or prices for such shares (as fixed in accordance with subdivision 1 in respect of any series), including, in each case, an amount equal to all accrued and unpaid dividends thereon to the date fixed for redemption.

Notice of every such redemption of Preferred Stock of any series (a) if all the shares of such series are held of record by not more than ten holders, shall be given by mailing such notice not less than 30 days prior to the date fixed for such redemption to each holder of record of shares of such series so to be redeemed at his address as the same shall appear on the books of the corporation, or (b) if all the shares of such series are held of record by more than ten holders, shall be given by publication at least once in each of two successive calendar weeks in a newspaper printed in the English language and customarily published on each business day and of general circulation in the Borough of Manhattan, the City of New York, the first publication to be not less than 30 days prior to the date fixed for such redemption, and notice of such redemption shall also be mailed not less than 30 days prior to the date fixed for such redemption, to each holder of record of shares of such series so to be redeemed at his address as the same shall appear on the books of the corporation; but, if publication is required, no failure to mail any such notice nor any defect therein or in the mailing thereof shall affect the validity of the proceeding for the redemption of any shares so to be redeemed.

In case of redemption of a part only of the Preferred Stock of any series at the time outstanding, whether for the sinking fund therefor or otherwise, the redemption may (subject to any provision made by the Board of Directors in accordance with subdivision 1 in respect of any series) be either pro rata or by lot, as determined by the Board of Directors. Subject to the foregoing, the Board of Directors shall have full power and authority to prescribe the manner in which the drawings by lot or the pro rata redemption shall be conducted and, subject to the provisions contained in this Article Third or provided by the Board of Directors in accordance with subdivision 1 in respect of any series, the terms and conditions upon which the Preferred Stock of any series shall be redeemed from time to time.

If any such notice of redemption shall have been duly given and if, on or before the redemption date specified therein, all funds necessary for such redemption shall have been set aside by the corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor, then, notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, all shares so called for redemption shall no longer be deemed outstanding on and after such redemption date, and the right to receive dividends thereon and all other rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on redemption thereof, without interest, and the right to exercise, on or before the date fixed for redemption, all privileges of conversion or exchange, if any, not theretofore expired.

If any such notice of redemption shall have been duly given or if the corporation shall have given to the bank or trust company hereinafter referred to irrevocable written authorization promptly to give or complete such notice, and if on or before the redemption date specified therein all funds necessary for such redemption shall have been deposited by the corporation with a bank or trust company in good standing, designated in such notice, organized under the laws of the United States of America or of the State of New York, doing business in the Borough of Manhattan, the City of New York, having a capital, surplus and undivided profits aggregating at least $5,000,000 according to its last published statement of condition, in trust for the pro rata benefit of the holders of the shares so called for redemption, then, notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, from and after the time of such deposit all shares so called for redemption shall no longer be deemed to be outstanding and all rights with respect to such shares shall forthwith cease and terminate, except only the right of the holders thereof to receive from such bank or trust company at any time after the time of such deposit the funds so deposited, without interest, and the right to exercise, on or before the date fixed for redemption, all privileges of conversion or exchange, if any, not theretofore expired. Any interest accrued on such funds shall be paid to the corporation from time to time.

Any funds so set aside or deposited, as the case may be, and unclaimed at the end of six years from such redemption date shall be released or repaid to the corporation, after which the holders of the shares so called for redemption shall look only to the corporation for the payment thereof, provided that any funds so set aside or deposited which shall not be required for redemption because of the exercise of any privilege of conversion or exchange subsequent to the date of setting aside or deposit, as the case may be, shall be released or repaid to the corporation forthwith.

Except as otherwise provided by the Board of Directors in accordance with subdivision 1 in respect of the shares of any series, the Board of Directors may, in the manner provided by law, either eliminate from the authorized capital stock of the corporation or restore to the status of authorized but unissued shares of Preferred Stock undesignated as to series any or all shares of any series purchased, redeemed or otherwise acquired by the corporation, or converted into or exchanged for junior stock pursuant to provisions fixed by the Board of Directors in accordance with subdivision 1, or, in the case of shares which are purchased or redeemed (but not shares which are converted and not shares which are purchased and applied in satisfaction of or redeemed through the operation of a sinking fund), the Board of Directors may authorize the sale of such shares as shares of the series in which they were previously issued.

5. If and so long as all dividends on the Preferred Stock of all series for all past quarter-yearly dividend periods (other than the first quarter-yearly dividend period for any shares if the dividend on such shares for such period shall not then be payable pursuant to the provisions of subdivision 2) shall not have been paid and the full dividends thereon for the then current quarter-yearly dividend period shall not have been paid or declared and a sum sufficient for the payment thereof set apart, the corporation shall not redeem (for sinking fund or otherwise) less

than all of the Preferred Stock at the time outstanding, and neither the corporation nor any subsidiary shall purchase or otherwise acquire for value (for sinking fund or otherwise) any of the Preferred Stock at the time outstanding, unless such purchase or other acquisition shall be pursuant to tenders called for on at least twenty days previous notice by mail to all the holders of record of the Preferred Stock at their respective addresses as the same shall appear on the books of the corporation, and the shares so purchased or otherwise acquired shall be those tendered at the lowest prices pursuant to such call for tenders, provided that if some, but less than all, of the shares tendered at a particular price are to be purchased or otherwise acquired by the corporation pursuant to such call for tenders, the number of shares to be purchased or otherwise acquired from each holder who has tendered shares at such price shall be in the proportion which the number of shares he has tendered at such price bears to the total number of shares tendered at such price.

6. Subject to the provisions of the second paragraph of subdivision 7 the consent of the holders of at least a majority of the shares of Preferred Stock at the time outstanding, given in person or by proxy, either in writing or at any special or annual meeting called for the purpose, shall be necessary to permit, effect or validate any increase in the authorized amount of the Preferred Stock or the authorization of, or any increase in the authorized amount of, any stock ranking on a parity with the Preferred Stock.

7. The consent of the holders of at least two-thirds of the shares of Preferred Stock at the time outstanding, given in person or by proxy, either in writing or at any special or annual meeting called for the purpose, shall be necessary to permit, effect or validate any one or more of the following:

(a) The authorization of, or any increase in the authorized amount of, any class of stock ranking prior to the Preferred Stock;

(b) The amendment, alteration or repeal of any of the provisions of the Certificate of Incorporation, or of the By-Laws of the corporation which would affect adversely any right, preference, privilege or voting power of the Preferred Stock or of the holders thereof; provided, however, that if any such amendment, alteration or repeal would affect adversely any right, preference, privilege or voting power of one or more, but not all, of the series of Preferred Stock at the time outstanding, the consent of the holders of at least two-thirds of the outstanding shares of each such series so affected, similarly given, shall be required in lieu of (or if such consent is required by law, in addition to) the consent of the holders of two-thirds of the shares of Preferred Stock as a class;

(c) The voluntary liquidation, dissolution or winding up of the corporation, or the sale, lease or exchange (other than by mortgage) of all or substantially all the property or business of the corporation, or the consolidation or merger of the corporation with or into any other corporation, except any such consolidation or merger wherein none of the rights, preferences, privileges or voting powers of any series of the Preferred Stock or the holders thereof are adversely affected.

No consent of the holders of the Preferred Stock or of any series thereof which would otherwise be required to permit, effect or validate any action of the corporation pursuant to the provisions of subdivision 6 or this subdivision 7 or pursuant to any provision fixed by the Board of Directors in accordance with subdivision 1 in respect of any series shall be required if, prior to or concurrently with such action, provision shall be made in accordance with the provisions of the fifth paragraph of subdivision 4 for the redemption of all outstanding shares of Preferred Stock or all outstanding shares of such series, as the case may be, and all funds necessary for such redemption shall be deposited in trust in accordance with the provisions of such paragraph.

8. Unless and until six quarter-yearly dividends on the Preferred Stock of any series shall be in default, in whole or in part, the entire voting power, except as otherwise provided in the Certificate of Incorporation or by law, shall be vested exclusively in the Common Stock. If and whenever six full quarter-yearly dividends (whether or not consecutive) payable on the Preferred Stock of any series shall be in arrears, in whole or in part, the number of Directors then constituting the Board of Directors shall be increased by two (irrespective of whether such increase shall increase the total number of Directors above the maximum number specified in Article Sixth of the Certificate of Incorporation) and the holders of the Preferred Stock, voting separately as a class, regardless of series, shall be entitled to elect the two additional Directors at any annual meeting of stockholders or special meeting held in place thereof, or at a special meeting of the holders of the Preferred Stock called as hereinafter provided. Whenever all arrears in dividends on the Preferred Stock then outstanding shall have been paid and dividends thereon for the current quarter-yearly dividend period shall have been paid or declared and set apart for payment, then the right of the holders of the Preferred Stock to elect such additional two Directors shall cease (but subject always to the same provisions for the vesting of such voting rights in the case of any similar future arrearages in dividends), and the terms of office of all persons elected as Directors by the holders of the Preferred Stock shall forthwith terminate and the number of the Board of Directors shall be reduced accordingly. At any time after such voting power shall have been so vested in the Preferred Stock, the Secretary of the corporation may, and upon the written request of any holder of the Preferred Stock (addressed to the Secretary at the principal office of the corporation) shall, call a special meeting of the holders of the Preferred Stock for the election of the two Directors to be elected by them as herein provided, such call to be made by notice similar to that provided in the By-Laws for a special meeting of the stockholders or as required by law. If any special meeting required to be called as above provided shall not be called by the Secretary within twenty days after receipt of any such request, then any holder of Preferred Stock may call such meeting, upon the notice above provided, and for that purpose shall have access to the stock books of the corporation. Subject to the foregoing, the Directors elected at any such special meeting shall hold office until the next annual meeting of the stockholders or special meeting held in place thereof. In case any vacancy shall occur among the Directors elected by the holders of the Preferred Stock, a successor shall be elected to serve during the unexpired term of his predecessor by the then remaining Director elected by the holders of the Preferred Stock or a successor of such Director.

In any case in which the holders of Preferred Stock or any series thereof shall be entitled to vote pursuant to the provisions of the Certificate of Incorporation or pursuant to law, each holder of Preferred Stock or of such series, as the case may be, shall be entitled to one vote for each share thereof held.

9. In the event of any liquidation, dissolution or winding up of the corporation, the holders of the Preferred Stock of each series shall be entitled to receive out of the assets of the corporation, before any distribution or payment shall be made to the holders of any junior stock, (i) if such liquidation, dissolution or winding up shall be involuntary, the sum of $50 per share, and (ii) if such liquidation, dissolution or winding up shall be voluntary, the amount per share fixed by the Board of Directors in accordance with the provisions of subdivision 1 in respect of any series, in effect at the time thereof, including, in the case of either (i) or (ii), all accrued and unpaid dividends thereon to the date fixed for the payment of such distributive amounts; and the holders of the junior stock shall be entitled, to the exclusion of the holders of the Preferred Stock of any and all series, to share ratably in all the remaining assets of the corporation in accordance with their respective rights. As provided in paragraph (c) of subdivision 1, if upon any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the assets available for distribution shall be insufficient to pay the holders of all outstanding shares of Preferred Stock the full amounts to which they respectively shall be entitled, the holders of shares of Preferred Stock of all series shall share ratably in any distribution of assets in accordance

with the sums which would be payable on such distribution if all sums payable were discharged in full. Neither the consolidation or merger of the corporation with or into any other corporation, nor any sale, lease or conveyance of all or any part of the property or business of the corporation, shall be deemed to be a liquidation, dissolution or winding up of the corporation within the meaning of this subdivision 9.

10. Except as otherwise expressly provided in the Certificate of Incorporation and except as otherwise provided by law, voting rights upon any and all matters shall be vested exclusively in the holders of the Common Stock (each share of Common Stock having one vote).

11. No holder of Preferred Stock shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, or of obligations or other securities convertible into, or exchangeable for, any stock of any class whatsoever, whether now or hereafter authorized and whether issued for cash or other consideration or by way of dividend.

12. For all purposes of the Certificate of Incorporation:

The term "accrued and unpaid dividends" when used with reference to any share of any series of the Preferred Stock shall mean an amount computed at the annual dividend rate for the shares of such series from the date on which dividends on such share become cumulative to and including the date to which such dividends are to be accrued, less the aggregate amount of all dividends theretofore paid on such share; but no interest shall be payable upon any arrearages.

The term "Certificate of Incorporation" shall mean the certificate of incorporation of the corporation as amended and supplemented by any certificate heretofore or hereafter filed pursuant to law, including any certificate filed pursuant to law with respect to, and providing for the issue of, any series of Preferred Stock.

The term "junior stock", when used with reference to the Preferred Stock, shall mean the Common Stock and any other stock of the corporation, now or hereafter authorized, over which the Preferred Stock has preference or priority either in the payment of dividends or in the distribution of assets upon any liquidation, dissolution or winding up of the corporation.

The term "sinking fund", as applied to any series of the Preferred Stock, shall mean any fund or requirement for the periodic redemption, retirement or purchase of shares of such series.

The term "stock ranking on a parity with the Preferred Stock" shall mean any stock of the corporation, now or hereafter authorized, which has preference on a parity with the Preferred Stock either in the payment of dividends or in the distribution of assets upon any liquidation, dissolution or winding up of the corporation.

The term "stock ranking prior to the Preferred Stock" shall mean any stock of the corporation, now or hereafter authorized, which has preference over the Preferred Stock either in the payment of dividends or in the distribution of assets upon any liquidation, dissolution or winding up of the corporation.

The term "subsidiary" shall mean any corporation a majority of whose voting stock ordinarily entitled to elect directors is owned, directly or indirectly, by the corporation.

FOURTH: The principal business office of the corporation shall be located in the Borough of Manhattan, the City, County and State of New York. The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process in any action or proceeding against it may be served, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him pursuant to law is 410 Park Avenue, New York 22, N. Y.

Fifth: The existence of the corporation is to be perpetual.

Sixth: The number of directors of the corporation shall be not less than 7 nor more than 15, with the precise number determined in the manner prescribed in the By-Laws.

If the number of directors be increased within the limits above set forth, the additional directors may be elected by a majority of the directors in office at the time of the increase, or, if not so elected prior to the next annual meeting of stockholders, or if the By-Laws so provide, they shall be elected by vote of the stockholders. Other vacancies in the Board of Directors shall be filled in the manner prescribed in the By-Laws. A director chosen to fill such a vacancy shall hold office for the unexpired term of the director with respect to whom the vacancy occurred or until his successor shall be duly elected and qualify. The provisions of this Article Sixth are subject to the provisions of Article Third.

Directors need not be stockholders.

Seventh: No contract or other transaction between the corporation and any other corporation shall be affected by the fact that the directors of this corporation are interested in or are directors or officers of such other corporation, and any director, individually, may be a party to or may be interested in any contract or transaction of this corporation; and no contract or transaction of this corporation with any person or persons, firm or association shall be affected by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract or transaction, or in any way connected with such person or persons, firm or association; subject in each of the aforesaid cases to the requirement that the interest in any such contract or other transaction of any such director shall be fully disclosed. Subject to the foregoing, each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

Eighth: The directors shall have the power and authority to from time to time determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any book or account or document of the corporation except as conferred by the statutes of New York or authorized by the directors.

Ninth: The corporation shall have the right to purchase, acquire, hold and dispose of the stocks, bonds and other evidences of any corporation, domestic or foreign, and issue in exchange therefor its stock, bonds or other obligations.

4. On December 15, 1966, the board of directors of the corporation approved the foregoing Restated Certificate of Incorporation and authorized its execution and filing with the Department of State of New York.

In Witness Whereof, we have made and signed this certificate the 16th day of December, 1966 and we affirm that this certificate is true under the penalties of perjury.

Paul H. Elicker
Paul H. Elicker, *Vice President*

George E. Hall
George E. Hall, *Secretary*