



Companies House
— for the record —

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COMPANIES HOUSE
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CHFP000

Return delivered for registration of a branch of an overseas company

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

This form should be completed in black.

Corporate name
(See note 5) (name in parent state)
Business name
(if different to corporate name)

Country of Incorporation

Identity of register
(if applicable)

Legal form
(See note 3)

For office use only	CN	FC 22284	BN	BR 5336.
CAMBRIDGE MANAGEMENT CORP.				
CAMBRIDGE PARALLEL PROCESSING				
UNITED STATES OF AMERICA				
STATE OF DELAWARE, OFFICE OF THE SECRETARY OF STATE				
and registration no. N/A				
CORPORATION				

¹ See note 2

PART A - COMPANY DETAILS ¹

* State whether the company is a credit or financial institution

* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law
(See note 4)

STATE OF DELAWARE USA GENERAL CORPORATION LAW (1953)

Accounting requirements

Period for which the company is required to prepare accounts by parent law. from 1st JAN to 31st Dec

Period allowed for the preparation and public disclosure of accounts for the above period N/A months

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

133 EAST 62ND STREET

NEW YORK CITY, NY, USA 10021

Objects of company

DEVELOPEMENT AND MANUFACTURE OF COMPUTERS

Issued share capital

2

Currency US DOLLARS /

Company Secretary(ies)

(See note 10)

Name

* Style / Title

Forenames RITA

Surname RUTOLPH

* Honours etc.

Previous Forenames

Previous surname

* Voluntary details

Address

133 EAST 62ND STREET

Post town NEW YORK CITY

County / Region NEW YORK

Postcode 10021

Country USA

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Company Secretary(ies)

(See note 10)

Name

* Style / Title

Forenames

Surname

* Honours etc.

Previous Forenames

Previous surname

* Voluntary details

Address

Post town

County / Region

Postcode

Country

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

(You may photocopy this page if required)

Directors

(See note 10)

Name

* Style / Title _____

Forenames NORTON

Surname GARFINKLE

* Honours etc. _____

Previous Forenames _____

Previous surname _____

Address

133 E. 62ND STREET

Post town NEW YORK

County / Region NEW YORK

Postcode 10017

Country USA

Day Month Year

Date of Birth

2	6	0	2	1	9	3	1
---	---	---	---	---	---	---	---

Nationality AMERICAN

Business Occupation MERCHANT BANKER

Other Directorships N/A

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

The extent of the authority to represent the company is :- (give details)

UNLIMITED

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Mark box(es) as appropriate

(You may photocopy this page as required)

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title _____

Forenames _____

Surname _____

* Honours etc. _____

Previous Forenames _____

Previous surname _____

Post town _____

County / Region _____

Postcode _____ Country _____

Day		Month		Year	
Date of Birth					

Nationality _____

Business Occupation _____

Other Directorships _____

The extent of the authority to represent the company is :- (give details)

These powers :-

☐ May be exercised alone

OR

☐ Must be exercised with :-
(Give name(s) of co-authorised person(s))

Constitution of company

(See notes 6 to 9)

Mark box(es)
as applicable

(See note 9)

- # ☒ A certified copy of the instrument constituting or defining the constitution of the company
AND
☐ * A certified translation
* is / are delivered for registration

* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☒ A copy of the latest accounts of the company
AND
☐ * A certified translation
* is / are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # ☐ The Constitutional documents (* and certified translations)
AND / OR
☐ The latest accounts (* and certified translations)

of the company were previously delivered on the registration of the branch of the company at :-

Cardiff

☐

Edinburgh

☐

Belfast

☐

Registration no.

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

- ☐ The Constitutional documents (* and certified translation)
AND / OR
☐ Particulars of the current directors and secretary(s)

were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

* Style / Title _____

Forenames NORTON

Surname GARDINER

Address 133 E. 62ND STREET

NEW YORK

Post town NEW YORK

County / Region 10021 Postcode

Is # ☐ Authorised to accept service of process on the company's behalf

* AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

UNLIMITED

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)
Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title _____

Forenames KENNETH STEVEN

Surname MACQUEEN

Address CROOKED CHIMNEY FARM

HIGHAMS LANE VALLEY END

Post town CHOBHAM

County / Region SURREY Postcode GU24 8TD

Is # ☒ Authorised to accept service of process on the company's behalf

* AND/OR

Is # ☐ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

These powers :-

☐ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Address of branch

(See note 11)

Address CENTENNIAL COURT
EAST HAMSTEAD ROAD
Post town BRACKNELL
County / Region BERKSHIRE Postcode RG42 17Q

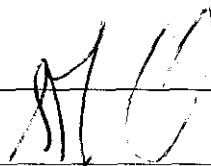
Branch Details

(See note 12)

Day Month Year
Date branch opened

0	1	0	1	2	0	0	0
---	---	---	---	---	---	---	---

Business carried on at branch DEVELOPMENT AND MANUFACTURE
OF COMPUTERS

SIGNATURE**Signed**

(* Director / Secretary / Permanent representative)

Date18/1/2000

This form contains continuation sheets.

To whom should Companies House
direct any enquiries about the
information on this form?

Name L. GIBSON
Address 5 PARK COURT
PURFORD ROAD
WEST BYFLEET, SURREY Postcode GU14 6SD
Telephone 01932 336149 Extension _____

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

Companies House
Crown Way
Cardiff
CF4 3UZ

Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CAMBRIDGE MANAGEMENT CORP." AS RECEIVED AND FILED IN THIS OFFICE.

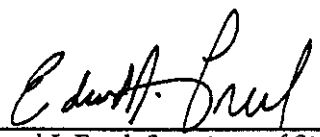
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF NOVEMBER, A.D. 1969, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "THOROUGH PUBLISHING CORP." TO "CAMBRIDGE MANAGEMENT CORP.", FILED THE FOURTEENTH DAY OF MARCH, A.D. 1975, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1995, AT 12:15 O'CLOCK P.M.




Edward J. Freel, Secretary of State

0733402 8100H

991542094

AUTHENTICATION: 0147305

DATE: 12-16-99

CERTIFICATE OF INCORPORATION

OF

THOROUGH PUBLISHING CORP.

* * * * *

1. The name of the corporation is

THOROUGH PUBLISHING CORP.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature or the business or purposes to be conducted or promoted is:

To engage in and conduct a publishing business, to originate, compose, purchase, acquire, edit, print, reproduce, publish, sell, assign, mortgage, pledge, dispose of, and otherwise deal in and with, books, periodicals, advertising material, pictures, sound reproductions, films, publications and printed material of all kinds,

To employ and act as agent for writers, composers, artists, designers, photographers, artisans and other persons, to gather, purchase, receive, acquire, own, use, report, sell, distribute, and deal in, information of all kinds and to engage in and carry on an advertising business.

To build, purchase, lease, acquire, own, hold, occupy, maintain, improve, use and operate printing plants, binderies, shops, studios, factories, laboratories, offices, buildings, structures, and works of all kinds.

To engage in any lawful act or activity for which corporations may be organised under the General Corporation Law of Delaware.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts, or persons, public

or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this certificate of incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the *business or purposes of the corporation*.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

4. The total number of shares of stock which the corporation shall have authority to issue is two thousand (2,000); all of such shares shall be without par value.

At all elections of directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

5A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
B. J. Consono	100 West Tenth St. Wilmington, Delaware 19899
F. J. Obara, Jr.	100 West Tenth St. Wilmington, Delaware 19899
J. L. Rivera	100 West Tenth St. Wilmington, Delaware 19899

5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
NORTON GARFINKLE	c/o Isenberg & Solomon 41 E 42 nd St., New York, N.Y. 10017
BURTON MALKIEL	c/o Isenberg & Solomon 41 E 42 nd St., New York, N.Y. 10017

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate member of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member or a committee, the member or members thereof at present at any meeting not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation and unless the resolution or by-laws expressly so provide no such committee shall have the power or

authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class or them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 2.9 of Title B of the Delaware Code order a meeting of the creditors or class or creditors, and/or of the stockholders or class of stockholders of this corporation as the case may be to be summoned in such manner as the said court directs. If a majority in number represents three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of

stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, to make this certificate, hereby declaring and certifying that this is our act and deed and the

facts herein stated are true, and accordingly have hereunto
set our hands this 3rd day of November, 1969

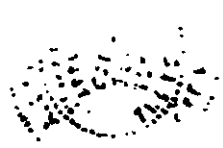
B. J. Consono
F. J. Obara, Jr.
J. L. Rivera

STATE OF DELAWARE)
) ss:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 3rd day of
November 1969, personally came before me, a Notary
Public for the State of Delaware, B. J. Consono,
F.J. Obara, Jr. and J. L. Rivera all of the parties to the
foregoing certificate of incorporation, known to me per-
sonally to be such, and severally acknowledged the said cer-
tificate to be the act and deed. of the signers respectively
and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and
year aforesaid.

B. J. Consono
Notary Public



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION OF
OF
THOROUGH PUBLISHING CORP.

THOROUGH PUBLISHING CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of directors of said corporation, by the unanimous written consent of its members, filed with the Minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of THOROUGH PUBLISHING CORP. be amended by changing the Article thereof numbered, "1" so that, as amended, said Article shall be and read as follows:

"ARTICLE 1. The name of the corporation is
CAMBRIDGE MANAGEMENT CORP."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of The General Corporation Law of the State of Delaware.


THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation law of the State of Delaware.

IN WITNESS WHEREOF said THOROUGH PUBLISHING CORP. has caused this certificate to be signed by NORTON CARFINKLE, its President and attested by SIDNEY N. SOLOMON, its Secretary, this 11 day of March, 1975.

THOROUGH PUBLISHING CORP.

By 
Norton Garfinkle, President

ATTEST:

By 
Sidney N. Solomon, Secretary

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

CAMBRIDGE MANAGEMENT CORP.

CAMBRIDGE MANAGEMENT CORP., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware (the "GCL") does hereby certify as follows:

FIRST: The Certificate of Incorporation is hereby amended by deleting Article 4 in its present form and substituting therefor a new article in the following form:

4. (A) The total number of shares of all classes of capital stock which the corporation shall have authority to issue is Sixteen Million Five Hundred Thousand (16,500,000). The classes and the aggregate number of shares of capital stock of each class which the corporation shall have the authority to issue are as follows:

(i) Fifteen Million (15,000,000) shares of Class A Common stock, (the "Class A Stock"); all of such shares shall have a par value of \$.01 per share.

(ii) One Million Five Hundred Thousand (1,500,000) shares of Class B Common Stock (the "Class B Stock"); all of such shares shall have a par value of \$.01 per share.

(B) The powers, rights, preferences and restrictions granted to or imposed upon the respective classes of stock shall be as follows:

(i) General. Except as otherwise required by the Delaware General Corporation Law or as otherwise provided in this Certificate of Incorporation, each share of Class A Stock and each share of Class B Stock shall have identical powers, preferences and rights.

(ii) Dividends. No dividends (other than stock dividends, which are governed by sub-paragraph (iv) of this paragraph (B)) shall be declared or paid on the shares of Class A Stock or Class B Stock unless concurrently dividends at the same rate per share shall be declared or paid on the shares of both such classes

(iii) Voting. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Class A Stock shall not except as required by the Delaware General Corporation Law, be entitled to cast any votes and the holders of the outstanding shares of Class B Stock shall vote separately as a class and be entitled to cast thereon one (1) vote in person or by proxy for each share of Class B Stock standing in their respective names. Without limiting the generality of the foregoing, neither the consent of, nor any adjustment of the voting rights of, holders of shares of the Class A Stock shall be required (x) for an increase in the number of shares of Class A Stock or class B Stock or any other class of stock authorized or issued or (y) for stock splits of the Class A Stock or the class B Stock or such other class of stock or (z) for stock dividends on any class of stock payable solely in Class A stock or the Class B Stock or such other class of stock, and subject to the provisions of the immediately succeeding sub-paragraph (iv), none of the foregoing actions shall be deemed to affect adversely the powers, preferences or special rights of the Class A Stock.

(iv) Stock Dividend, Division and Combination. At any time while any shares of Class A Stock are outstanding: no stock dividend shall be distributed on class B stock unless at the same time a proportionate dividend in Class A Stock is distributed on Class A Stock; no stock split, reverse stock split or other division or combination of

shares of Class B Stock shall be effected unless at the same time a proportionate stock split, reverse stock split or other division or combination of shares of Class A stock is effected; no stock dividend shall be distributed on Class A Stock unless at the same time a proportionate dividend in Class B Stock is distributed on Class B stock; and no stock split, reverse stock split or other division or combination of shares of Class A Stock shall be effected unless at the same time a proportionate, stock split, reverse stock split or other division or combination of shares of Class B Stock is effected.

(V) Liquidation, Dissolution and Winding Up. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation available for distribution to its stockholders shall be distributed and paid over to the holders of the Class A Stock and the Class B Stock in equal amounts per share, and without preference or priority of one class over the other.

(vi) No Preemptive Rights. No stockholder of this corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any class of this corporation now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class now or hereafter to be authorized, whether or not the issuance of any such shares of such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the Board of Directors, in its discretion, from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors, if otherwise authorized by the provisions of this certificate, may issue shares of any class of the corporation, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in

part to the existing stockholders of any class.

(C) Upon the filing with the Office of the Secretary of State Of the State of Delaware of the certificate whereby this Article 4 is amended to read as herein set forth, each share of the capital stock of the corporation issued and outstanding immediately preceding such filing shall be thereby and thereupon converted and reclassified into 90,000 fully-paid and non-assessable shares of Class A Stock and 10,000 fully-paid and non-assessable shares of Class B Stock, and each person at that time holding of record any issued and outstanding shares of common stock shall be entitled to receive, upon surrender of the certificate or certificates representing such shares, a certificate or certificates representing the number of shares of Class A stock and Class B Stock into which the shares of common stock represented by the certificate or certificates surrendered shall have been so reclassified.

SECOND: The amendment to the Certificate of Incorporation of the Corporation set forth in this Certificate of Amendment has been adopted in accordance with the applicable provisions of Section 242 of the GCL (a) the sole Director of the Corporation having duly adopted resolutions setting forth such amendment and declaring its advisability by written consent in lieu of a meeting on February 16, 1995, and (b) the sole stockholder of the Corporation having duly adopted resolutions approving such amendment on February 16, 1995 by written consent in lieu of a meeting of all of the 100 shares of stock, without par value, of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed on its behalf by Norton Garfinkle, its

Chairman of the Board, and attested by Rita Buttolph,
Secretary, as of this 16th day of February, 1995.



Norton Garfinkle
Chairman of the Board

[Corporate Seal]

ATTEST:



Rita Buttolph
Secretary

FILE COPY



CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Establishment of a branch)

Company No. FC022284

Branch No. BR005336

The Registrar of Companies for England and Wales hereby certifies that
CAMBRIDGE MANAGEMENT CORP.

has this day been registered under Schedule 21A to the Companies
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 9th February 2000


A. F. FLETCHER

For The Registrar Of Companies



C O M P A N I E S H O U S E