

G

COMPANIES FORM No. 691

Return and declaration delivered for registration by an oversea company

691

Pursuant to section 691 of the Companies Act 1985

Please do not
write in
the margin

To the Registrar of Companies

For official use

For official use

[] [] []

FC 13325/1

Name of company

EBSCO INDUSTRIES INC.

Please complete
legibly, preferably
in black type, or
bold black lettering

Incorporated in* UNITED STATES OF AMERICA

* Insert country of
incorporation

Place of business in Great Britain established at

194 UNION STREET, LONDON, SE1

Note

Please read notes
before completing
this form.† Insert 'Charter',
'Statutes',
'Memorandum
and Articles of
Association' or
other instrument
as the case may be.‡ Delete if
inappropriate

1 A certified copy of the [†] certificate of incorporation and by-laws
constituting or defining the constitution of the above named company ~~(and the instrument not being
written in English a certified translation of it)~~ [are] delivered for registration:

2 The particulars of the persons who are directors of the company at the date of this return (see note 3)

Name (note 4) ELTON BRYSON STEPHENS

Former name(s) (note 4)

Address (note 5) 3200 FERNWAY ROAD, BIRMINGHAM,

ALABAMA 35223

Postcode

Nationality

USA NATIONAL

Business occupation or particulars of other directorships (note 6) Company Chairman; Southern
Research Institute; Citizens Bank of Leeds; Birmingham-Southern College;
Young Men's Christian Association of Birmingham

Name (note 4) ALYS ROBINSON STEPHENS

Former name(s) (note 4) ALYS VARIAN ROBINSON

Address (note 5) 3200 FERNWAY ROAD, BIRMINGHAM,

ALABAMA 35223

Postcode

Nationality

USA NATIONAL

Business occupation or particulars of other directorships (note 6) Company Secretary
Spain Rehabilitation Center

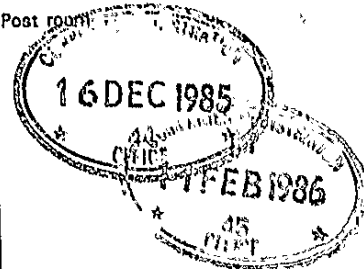
Presentor's name, address and
reference (if any):

Asshetons,
99 Aldwych,
London, WC2B 4JF
(ref: CH)

For official Use

General Section

Post room



3 Particulars of the person who is, or the persons who are, the secretary or joint secretaries of the company at the date of this return

Please do not write in the margin

Name (notes 4 and 7)	ALYS ROBINSON STEPHENS	
Former name(s) (note 4)	ALYS VARIAN ROBINSON	
Address (notes 5 and 7)	3200 FERNWAY ROAD, BIRMINGHAM, ALABAMA 35223	
	Postcode	

Please complete legibly, preferably in black type, or bold block lettering

Name (notes 4 and 7)		
Former name(s) (note 4)		
Address (notes 5 and 7)		
	Postcode	

Note

Please read the notes before completing this part of the form.

4 List of some one or more persons resident in Great Britain authorised to accept on behalf of the company service of process and any notices required to be served on the company

Full name	Address
RICHARD ARTHUR BYFIELD FROST	Asshetons, 99 Aldwych (mezzanine floor), London, WC2B 4JF

If the spaces provided are insufficient and use has been made of continuation sheets (note 8), please enter in the box opposite the number of continuation sheets which form part of this statement

ONE

I, RICHARD ARTHUR BYFIELD FROST
of Asshetons, 99 Aldwych, London, WC2B 4JF

* Insert full name and address of declarant

a ~~director~~ ~~secretary~~ person named above as authorised to accept on the company's behalf service of process or any notices required to be served on it† do solemnly and sincerely declare that the said company established the above mentioned place of business in Great Britain on 5 21st October, 1985

† Delete as appropriate

§ Insert date of establishment of the place of business

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 99 Aldwych
London WC2B 4JF

Declarant to sign below

R.A.S. Frost

the 11th day of December
one thousand nine hundred and eighty-five
before me I. H. V. R. M. P.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths. (see note 9)

COMPANIES FORM No. 691 (Cont.)

Please do not
write in
the margin

Return and declaration delivered for registration by an oversea company (continuation)

Please complete
legibly, preferably
in black type, or
bold block lettering

Continuation sheet No. 1
to Form No. 691

Company number

FC13325/1a

* Insert full name of
company

Name of company

* EBSCO INDUSTRIES INC.

Particulars of the persons who are directors of the company at the date of this return (continued) (note 3)

Name (note 4) JAMES THOMAS STEPHENS

Former name(s) (note 4)

Address (note 5) 3710 REDMONT ROAD, BIRMINGHAM,
ALABAMA 35213

Postcode

Nationality
USA NATIONAL

Business occupation or particulars of other directorships (note 6) Company President
Royal Cup Inc. Highlands Day School

Name (note 4) JANE STEPHENS COMER

Former name(s) (note 4) JANE ELTON STEPHENS

Address (note 5) 3152 PINE RIDGE ROAD, BIRMINGHAM,
ALABAMA 35213

Postcode

Nationality
USA NATIONAL

Business occupation or particulars of other directorships (note 6)
Baptist Medical Centers; State of Alabama Ballet

Name (note 4) ELTON BRYSON STEPHENS, JR.

Former name(s) (note 4)

Address (note 5) 2760 ABINGDON ROAD, BIRMINGHAM,
ALABAMA 35243

Postcode

Nationality
USA NATIONAL

Business occupation or particulars of other directorships (note 6) Company Vice-President
Birmingham Museum of Art

Name (note 4) DELL STEPHENS BROOKE		
Former name(s) (note 4) DELL CARTER STEPHENS		
Address (note 5) 3204 FERNWAY ROAD, BIRMINGHAM,		Nationality USA NATIONAL
ALABAMA 35223		
Postcode		
Business occupation or particulars of other directorships (note 6) Leeds Bancgroup Inc.		

Please do not write in the margin

Please complete legibly, preferably in black type, or bold block lettering

Name (note 4) FREDERICK DIXON BROOKS		
Former name(s) (note 4)		
Address (note 5) 3204 FERNWAY ROAD, BIRMINGHAM,		Nationality USA NATIONAL
ALABAMA 35223		
Postcode		
Business occupation or particulars of other directorships (note 6) Company Vice-President First Commercial Bank		

Name (note 4)		
Former name(s) (note 4)		
Address (note 5)		Nationality
Postcode		
Business occupation or particulars of other directorships (note 6)		

Name (note 4)		
Former name(s) (note 4)		
Address (note 5)		Nationality
Postcode		
Business occupation or particulars of other directorships (note 6)		

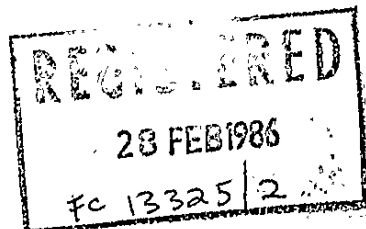
Name (note 4)		
Former name(s) (note 4)		
Address (note 5)		Nationality
Postcode		
Business occupation or particulars of other directorships (note 6)		

ELTON B. STEPHENS
CHAIRMAN OF THE BOARD AND FOUNDER

Box 1943
Birmingham, Alabama 35201
Telephone 205-991-1197 / 205-991-1196
Cable EBSCO—Telex 78-2662

January 30, 1986

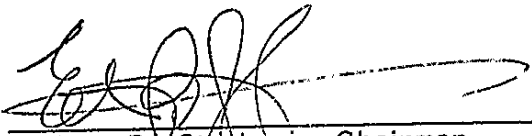
Certificate




I, Elton B. Stephens, certify that I am the Chairman of the Board of Directors of EBSCO Industries, Inc., and that the attached copies of Exhibits 1 and 2, respectively, are true and correct copies of the Certificate of Incorporation and By-laws, respectively.

I further certify that these documents are in full force and effect, and have not in any way been rescinded.

In witness whereof, I have executed this certificate on this the 30th day of January, 1986.


Elton B. Stephens, Chairman

Attest:


Oleta W. Johns
Assistant Secretary

[Seal]
EBSCO Industries, Inc.



STATE OF DELAWARE,
NEW CASTLE COUNTY,

SS.

Recorded in the Recorder's Office at

Wilmington, in INCORPORATION Record Vol. 83

Page 555 &c, the 16th day of Sept

A. D., 1964

Witness my hand and official seal

Leo J. Dugan Jr.

Recorder

Louis Huberman
Deputy

INDEXED
(PAGED)

Certified Copy

CERTIFICATE OF AUTHORITY

OF

KESCO INDUSTRIES, INC.

RECEIVED FOR RECORD

SEP 16 1964

LEO J. DUGAN, Jr., Recorder

26251

Exhibit 1
Certificate of Incorporation

STATE OF DELAWARE
NEW CASTLE COUNTY

SS.

Recorded in the Recorder's Office at

CERTIFICATE OF AMENDMENT
TO
AGREEMENT OF MERGER WHICH
CONSTITUTES THE
CERTIFICATE OF INCORPORATION
OF
EBSCO INDUSTRIES, INC.

Ebsco Industries, Inc., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), hereby certifies, under its corporate seal and the signatures of its President and Secretary, as follows:

FIRST: A meeting of the Board of Directors of the Company was duly held in Birmingham, Alabama, on the 28th day of August, 1964. There were present throughout the meeting a majority of the directors of the Company constituting a quorum to transact any business that came before the meeting. At said meeting the directors unanimously adopted a resolution setting forth the amendment of the Agreement of Merger (hereinafter called "the Agreement of Merger") by and between Vulcan Service Co., Inc.; Vulcan Printing & Lithographing, Inc.; Elton B. Stephens & Associates, Inc.; Vulcan Binder & Cover

Co., Inc.; Metal Fabricators & Finishers, Inc.; Vulcan Enterprises, Inc., an Alabama corporation; Shepard W. Davis, Inc.; Vulcan Industries, Inc.; and Vulcan Enterprises, Inc., a California corporation, and Military Service Company, Inc. (the name of which was changed to EBSCO Industries, Inc.), dated January 6, 1958, and effective January 31, 1958, as heretofore amended, in the manner set forth in the resolution quoted below, and declaring the advisability of its adoption, together with a resolution calling a special meeting of the stockholders of the Company to be held at the office of the Company at 1230 First Avenue, North, Birmingham, Alabama, on the 14th day of September, 1964, at 9:00 o'clock, A. M., Central Standard Time, for the purpose of considering, voting upon and adopting, or otherwise acting with respect to such amendment of the Agreement of Merger, which Agreement constitutes the Certificate of Incorporation of the Company.

SECOND: Due notice of said meeting, including a copy in full of the proposed amendment of the Agreement of Merger, was given as required by law and the By-Laws of the Company more than ten days prior to the 14th day of September, 1964.

THIRD: Pursuant to said call by the Board of Directors and the notice given as aforesaid, said meeting of the stockholders of the Company was duly convened and held at the office of the Company at 1230 First Avenue, North, Birmingham, Alabama, on the 14th day of September, 1964, at 9:00 o'clock, A. M., Central Standard Time. There were present throughout said meeting, in person or by proxy, the holders of 1,252,792.1 shares of the 1,356,458.12 shares of common stock of the Company, issued, outstanding and entitled to vote at said meeting, constituting a quorum authorized to transact business.

FOURTH: At said meeting of the stockholders of the Company the adoption of the following resolution was duly moved and seconded:

RESOLVED, that the Certificate of Incorporation of the Company (as set forth in the Agreement of Merger dated January 6, 1958 and effective as of January 31, 1958) be amended as follows:

(a) Paragraph FOURTH shall be amended to read as follows:

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Four Million Four Thousand (4,004,000) shares, of which Four Thousand (4,000) shares of the par value of \$100 per share is 6% Cumulative Preferred Stock, (herein called the "Preferred Stock"), and Four Million (4,000,000) shares, of the par value of \$1.00 per share, is Common Stock (herein called the "Common Stock").

Any and all shares issued, and for which the full consideration has been paid or delivered shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further call or assessment or any other payments thereon.

A statement of the designations and powers, preferences and rights, and the qualifications, limitations or restrictions thereof with respect to each class of stock of the corporation, the fixing of which by this Certificate of Incorporation is desired, is as follows:

One. From time to time all of said authorized stock may be issued in such amounts, for such purposes and for such considerations as shall be determined by the Board of Directors of the corporation (herein called the "Board of Directors"), and as may be permitted by law.

Two. The holders of the Preferred Stock shall be entitled to the following rights, preferences and other special rights, and shall be subject to the following qualifications, limitations and restrictions:

A. DIVIDENDS

(1) The holders of the Preferred Stock

shall be entitled, in preference to the holders of any other class of capital stock of the corporation, to receive cumulative yearly dividends in cash at the rate of \$6.00 per share per annum, and no more. The regular yearly payment date with respect to the preferred stock shall be the first day of March. Such date is hereinafter referred to as the "dividend payment date."

(2) In case the stated dividends on all shares of Preferred Stock are not paid in full, all shares of Preferred Stock shall share ratably in the payment of dividends, including accumulations thereof, if any.

(3) So long as any shares of the Preferred Stock are outstanding, no dividend shall be declared or paid on, nor shall any other distribution be made with respect to, the Common Stock or any class or series of stock, the rights of the holders of which are subordinate or junior to the Preferred Stock, other than dividends payable in Common Stock or in such subordinate or junior stock, or both (and other than cash paid in lieu of the issuance of fractional shares thereon in the event of the declaration of dividends payable in Common Stock or in such subordinate or junior stock), nor shall any shares of the Common Stock or such subordinate or junior stock, or any capital stock convertible into Common Stock or into such subordinate or junior stock, be redeemed, purchased or otherwise acquired by the corporation, other than by exchange for shares of the Common Stock or for shares of such subordinate or junior stock, or both, unless the dividends payable on all outstanding shares of the Preferred Stock on all past dividend payment dates shall have been paid in full, and the then current annual dividend shall have been declared and a sum sufficient for the payment thereof shall have been set apart.

B. LIQUIDATION

(1) In the event of liquidation, dis-

solution or winding up of the corporation, the Preferred Stock shall be entitled to receive, out of the assets of the corporation and before any distribution or payment shall be made on the Common Stock or any other class or series of stock, the rights of the holders of which are subordinate or junior to the Preferred Stock, and amount with respect to each share of the Preferred Stock as follows:

(a) If the liquidation, dissolution or winding up be involuntary, an amount equal to \$100.00 per share, plus an amount equal to any accrued and unpaid dividends thereon to and including the date fixed for the payment of such amounts;

(b) If the liquidation, dissolution or winding up be voluntary, an amount equal to the then effective redemption price thereof, plus an amount equal to any accrued and unpaid dividends thereon to and including the date fixed for the payment of such amounts.

(2) In the event that the assets of the corporation available for distribution to the holders of the Preferred Stock shall not be sufficient to make, in full, the payments herein required to be made, such assets shall be distributed to the holders of the respective shares of the Preferred Stock, pro rata in proportion to the amounts payable hereunder upon each share thereof.

(3) If upon such liquidation, dissolution or winding up, payment shall have been made in full on all of the outstanding shares of the Preferred Stock, the assets of the corporation remaining after such payment shall be distributed on the Common Stock or on any other class of stock that is subordinate or junior to the Preferred Stock, and no share of the Preferred Stock shall be entitled to participate in any distribution of such remaining assets.

(4) A consolidation or merger of the corporation with one or more corporations, or a sale, lease or other transfer of any, or all, of the assets of the corporation that does not result in the termination of the enterprise and the distribution of the assets to the stockholders, shall not be deemed to be a liquidation, dissolution or winding up of the corporation within the meaning of this Section B.

C. REDEMPTION

(1) Subject to the provisions and limitations hereinafter set out in this Section C, the corporation, pursuant to a resolution or resolutions of the Board of Directors adopted in any regular or special meeting of the board, may redeem at any time or from time to time after its issue, the whole or any part of the Preferred Stock upon notice duly given as hereinafter specified and at the prices hereinafter specified.

(2) On or before November 1, 1966, the redemption price in respect of each share of Preferred Stock shall be an amount equal to the sum of (a) \$102.00 and (b) the amount of the accrued and unpaid dividends on such share to and including the date fixed for redemption. After November 1, 1966, the redemption price in respect of each share of Preferred Stock shall be an amount equal to the sum of (i) \$100.00, and (ii) the amount of the accrued and unpaid dividends on such share to and including the date fixed for redemption.

(3) All shares of the Preferred Stock that have been redeemed or acquired by purchase shall be retired and shall not be re-issued.

(4) In all cases of redemption of a part only of the Preferred Stock, the corporation

shall designate by lot the shares so to be redeemed in such manner as shall be determined by the Board of Directors.

(5) Notice of every redemption of Preferred Stock shall be mailed at least thirty (30) days prior to the date fixed for such redemption to the holders of record of the shares to be redeemed at their respective addresses as the same shall appear on the books of the corporation; but no failure to mail such notice or any defect therein, or in the mailing thereof, shall affect the validity of the proceedings for the redemption of any shares to be redeemed.

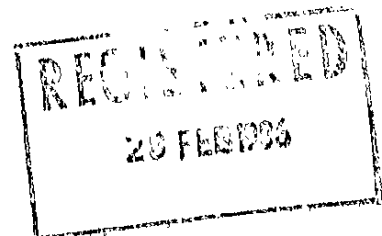
(6) If such notice of redemption shall have been duly given, and if, on or before the redemption date specified in such notice, the funds necessary for such redemption shall have been deposited by the corporation with a bank or trust company designated in such notice, in trust for the pro rata benefit 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, or for cancellation as to the shares so called for redemption and the issuance of a new certificate for shares not so called, from and after the time of such deposit all shares of the Preferred Stock so called for redemption shall no longer be deemed to be outstanding and all rights with respect to such shares shall forthwith cease and determine, except only the right of the holders thereof to receive from such bank at any time after the time of such deposit the funds so deposited, without interest. Any funds so deposited by the corporation which shall be unclaimed after the end of six (6) years after such redemption date shall be released or repaid to the corporation upon its request, after which the holders of the shares so called for redemption shall look only to the corporation for payment of the redemption price thereof.

D. VOTING RIGHTS

(1) Each holder of the Preferred Stock and each holder of Common Stock shall be entitled, upon all matters except as herein otherwise provided, to one vote for each share of stock standing in his name on the books of the corporation.

(2) If and when two annual dividends in whole or in part (whether or not consecutive) payable on the Preferred Stock shall be in arrears, then, at the next annual meeting of stockholders and in addition to the voting rights provided by statute and in paragraphs (1), (3) and (4) of this Section D, the holders of the outstanding shares of the Preferred Stock, voting separately as a class, shall be entitled to elect annually thereafter a number of directors equivalent to a majority of the Board of Directors. The holders of the Preferred Stock and the holders of the Common Stock, all voting together as a single class, shall be entitled to elect the remaining directors of the corporation. In case of a vacancy in the directors elected by the holders of the Preferred Stock pursuant to such special right to elect directors, a successor shall be selected by the remaining directors elected by the Preferred Stock. However, if and when all dividends in arrears on the Preferred Stock shall be paid, the Preferred Stock shall then be divested of such special right to elect directors (but always subject to the same provisions for vesting of such voting power in the Preferred Stock in case of any similar future arrears and the subsequent divesting thereof) and the right of directors elected by the holders of the Preferred Stock to select a director to fill a vacancy shall likewise be divested; and the terms of office of all persons elected as directors by the holders of the Preferred Stock pursuant to such special right to elect directors shall terminate at the time of the next annual meeting of the stockholders.

(3) The consent of the holders of not less



than two-thirds of the shares of the Preferred Stock at the time outstanding, given in person or by proxy, either in writing or at an annual meeting or a special meeting called for the purpose, at which the Preferred Stock shall vote separately by class, shall be necessary to effect or validate any one or more of the following:

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

(b) The voluntary liquidation, dissolution or winding up of the corporation, or the sale, lease or conveyance of all or substantially all of the property or business of the corporation, or a consolidation or merger of the corporation with any other corporation; provided, however, that this restriction shall not apply to nor shall it operate to prevent a consolidation or merger of the corporation if none of the rights or preferences of the Preferred Stock or the holders thereof will be materially affected thereby and if the corporation resulting from such consolidation or merger will have, after such consolidation or merger no class of stock or other securities outstanding (except such stock or other securities of the corporation as may have been outstanding immediately preceding such consolidation or merger) ranking prior to or on a parity with the Preferred Stock; and provided further that this paragraph shall not apply to a purchase or other acquisition by the corporation of assets or stock of another corporation in any manner other than by merger or by consolidation; or

(c) The alteration of any of the

provisions of the Certificate of Incorporation or By-Laws of the corporation relating to the quorum or notices for meetings at which the holders of the Preferred Stock are entitled to vote, the rights of the Preferred Stock or the holders thereof to elect directors of the corporation, the number of directors of the corporation, the filling of vacancies in the Board of Directors, so as to affect materially the rights or preferences of the Preferred Stock, or any other provisions of the said Certificate or By-Laws which affect materially the rights or preferences of the Preferred Stock.

(4) The consent of the holders of not less than a majority of the shares of Preferred Stock at the time outstanding, given in person or by proxy, either in writing or at an annual meeting or a special meeting called for the purpose, at which the Preferred Stock shall vote separately by class, shall be necessary to effect or validate the guarantee by the corporation of any dividend or obligation of any other person except (a) obligations (including bank loans which mature less than one year from the date of such guarantee) of one or more of the subsidiaries of the corporation entered into or incurred in the ordinary and regular conduct of the business, (b) indebtedness of any wholly owned subsidiary, (c) notes and trade acceptances received by the corporation in the ordinary and regular conduct of the business and (d) the extension or renewal of any such guarantee.

Three. No holder of any class of stock of this corporation shall be entitled as such as a matter of right to any preemptive or preferential right to subscribe for or purchase any part of any new or additional issue of stock of the corporation of any class whatsoever; or of any notes, bonds, obligations or other securities, whether or not the same be convertible into or exchangeable for stock of the corporation of any class, whatsoever, whether now or hereafter authorized, or whether issued for cash or other consideration, or by way of dividend.

(b) The following paragraph shall be inserted between the penultimate and the ultimate paragraphs of Paragraph EIGHTH;

"To cause the corporation from time to time and at any time to issue and sell warrants, in bearer or registered form, or other instruments for the purchase of shares of stock of any class of the corporation within such period of time, or without limit as to time, in such aggregate number of shares, and at such price or prices per share, as the Board of Directors may determine, which warrants or other instruments may be issued separately or in connection with the issuance of any bonds, debentures, notes or other evidences of indebtedness or shares of the capital stock of any class of the corporation and for such consideration and on such terms and conditions as the Board of Directors may determine, and to reserve shares of stock of the corporation sufficient to cover the obligation of the corporation under such warrants or other instruments for the purchase of shares of stock."

Robert H. Cottingham and Joseph A. Gagliano had theretofore been appointed Judges to take and conduct a vote by ballot of the stockholders entitled to vote for and against said resolution and the proposed amendment, and a ballot was taken. Said Judges thereupon subscribed and delivered to the Secretary of the meeting their certificate in accordance with the law in such cases made and provided, stating the number of shares of capital stock of the Company issued, outstanding and entitled to vote at said meeting upon said proposed Amendment to the Agreement of Merger, the number of shares of such capital stock voting for, and the number of shares of such capital stock voting against said amendment. It appearing from said certificate that the number of votes cast for the adoption of said amendment was 1,252,792.1 shares of the common stock of the Company issued and outstanding, and the number of votes cast against the adoption thereof was None, and that the persons or bodies corporate holding a majority of the voting stock of the Company and entitled to vote at said meeting had voted in favor of the adoption of said amendment, the Chairman of said meeting declared the said resolution and the said amendment duly adopted.

FIFTH: Accordingly, it is hereby certified that the Amendment to the Agreement of Merger, as set out in the said resolution so adopted by the stockholders of the Company, has been duly adopted in accordance with the provisions of Section 242 of Title 8 of the Revised Code of the State of Delaware, 1953, by vote of a majority of the voting stock of the Company entitled to vote thereon cast in favor of said amendment, and the Agreement of Merger is amended as set forth in said resolution.

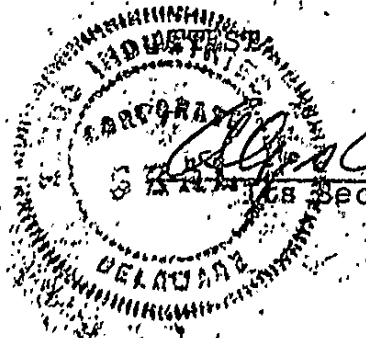
SIXTH: The capital of the Company will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, EBSCO Industries, Inc. has caused this Certificate of Amendment to the Agreement of Merger constituting its Certificate of Incorporation to be executed in its corporate name by its President, and its corporate seal to be hereunto affixed and attested by its Secretary, both thereunto duly authorized, and this Certificate of Amendment to be duly acknowledged as required by law, this 14th day of September, 1964.

EBSCO INDUSTRIES, INC.

By

its President

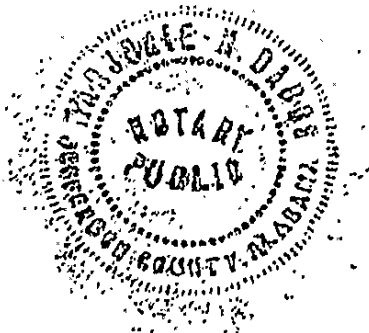


John P. Stephens
Secretary

STATE OF ALABAMA)
 :
JEFFERSON COUNTY) ss

BE IT REMEMBERED that on this the 14th day of September, A. D. 1964, personally came before me, Elton B. Stephens, President of EBSCO Industries, Inc., a corporation of the State of Delaware, party to the foregoing certificate, known to me personally to be such, and acknowledged the said certificate to be his own act and deed and the act and deed of said corporation; that the signature of said President is his own proper handwriting; that the seal attached is the common and corporate seal of said corporation; that his act of sealing, executing and delivering said certificate was duly authorized by resolution of the Board of Directors and stockholders of said corporation.

Given under my hand and official seal, the
day and year aforesaid.



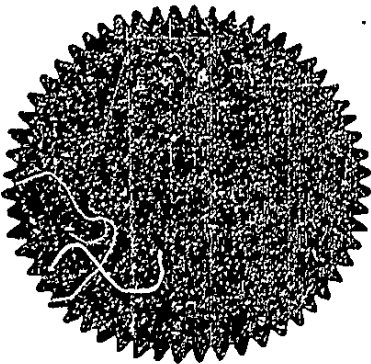
Margie M. Dabbs
Notary Public



Office of Secretary of State

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "EBSCO INDUSTRIES, INC.", as received
and filed in this office the sixteenth day of September, A.D. 1964,
at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this sixteenth day
of September in the year of our Lord
sixty-four.
one thousand nine hundred and



Elisha C. Dukes

Secretary of State

N. F. Dugan, Jr.

Asst's Secretary of State

FORM 121

REC'D FOR RECORD

Sept 16 1964

LEO J. DUGAN, Jr. RECORDER



Office of Secretary of State

I, John N. McDowell, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Agreement of Merger between the "MILITARY SERVICE COMPANY, INC.", "VULCAN SERVICE CO., INC.", corporations organized and existing under the laws of the State of Delaware, "VULCAN PRINTING & LITHOGRAPHING, INC.", "ELTON B. STEPHENS & ASSOCIATES, INC.", "VULCAN BINDER & COVER CO., INC.", "METAL FABRICATORS & FINISHERS, INC.", "VULCAN ENTERPRISES, INC.", "SHEPARD W. DAVIS, INC.", corporations organized and existing under the laws of the State of Alabama, "VULCAN INDUSTRIES, INC.", a corporation organized and existing under the laws of the State of Florida and "VULCAN ENTERPRISES, INC.", a corporation organized and existing under the laws of the State of California, under the name of "EBSCO INDUSTRIES, INC.", as received and filed in this office the thirty-first day of January, A.D. 1958, at 10 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirty-first day
of January in the year of our Lord
one thousand nine hundred and fifty-eight.

COMMISSIONER OF PATENTS

Michael L. Ladd

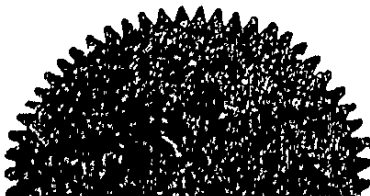
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RECORDED
U.S. PATENT OFFICE

REEL 78 FROM 754

TRADE-MARK

John N. McDowell



RESTATED BYLAWS

Adopted by Board of Directors
April 25, 1975

Ratified by Stockholders
October 24, 1975

Amended (Article II, Section 1.)
October 29, 1982
by Board of Directors

BY-LAWS OF

EBSCO INDUSTRIES, INC.

a Delaware corporation

ARTICLE I

OFFICES

Section 1. The registered office shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 2. The corporation may also have offices at such other places both within and without the State of Delaware as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II

RESOLVED, that Section 1 of Article II of the By-Laws of EBSCO Industries, Inc. be, and the same hereby is, amended so that it will read as follows:

"Section 1. All meetings of the stockholders for the election of directors shall be held at the headquarters of the Company on Oak Mountain, North Shelby County, Alabama, or at such other place either within or without the State of Delaware as shall be designated from time to time by the board of directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof."

RESOLUTION ADOPTED 10/29/82
BY BOARD OF DIRECTORS

Exhibit 2
By-Laws of
EBSCO Industries, Inc.

Section 2. Annual meetings of stockholders, commencing with the year 1975, shall be held on the last Friday of October if not a legal holiday, and if a legal holiday, then on the next secular day following, at 9:00 A.M., or at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting, at which they shall elect by a plurality vote and by written ballot, unless the certificate of incorporation provides otherwise, a board of directors, and transact such other business as may properly be brought before the meeting.

Section 3. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting.

Section 4. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 5. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman of the board of directors or the president and shall be called by the president or secretary at the request in writing of a majority of the board of directors, or at the request in writing of stockholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 6. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each stockholder entitled to vote at such meeting.

Section 7. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 8. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 9. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 10. Unless otherwise provided in the certificate of incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

Section 11. Unless otherwise provided in the certificate of incorporation, any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE III

DIRECTORS

Section 1. The number of directors which shall constitute the whole board shall not be less than three nor more than eleven. Within the limits above specified, the number of directors shall be determined by resolution of the board of directors or by the stockholders at the annual meeting. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected and qualified, or until he is removed from office by the stockholders at a special meeting called for that purpose. A majority of the capital stock outstanding and entitled to vote shall be required to vote in favor of removing a director from office before such action may be effectuated. Directors need not be stockholders.

Section 2. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole board (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

Section 3. The business of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

MEETINGS OF THE BOARD OF DIRECTORS

Section 4. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 5. The first meeting of each newly elected board of directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the stockholders to fix the time or place of such first meeting of the newly elected board of directors, or in the event such meeting is not held at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided

for special meetings of the board of directors, or as shall be specified in a written waiver signed by all of the directors.

Section 6. Regular meetings of the board of directors, in addition to the above annual meeting, shall be held on the last Friday in the months of October, January, April and July at 8:30 o'clock A.M., at such time and at such place as shall from time to time be determined by the board. No notice of regular meetings shall be required.

Section 7. Special meetings of the board may be called by the chairman of the board of directors or by the president on one days' notice to each director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors.

Section 8. At all meetings of the board, one-third of the directors then constituting the total number of the board, but not less than two directors except when a board of one director is authorized and acting, then one director, shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the board of directors the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 10. Unless otherwise restricted by the certificate of incorporation, members of the board of directors of the corporation, or any committee designated by the board, may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 11. The board of directors may, by resolution passed by a majority of the whole board, designate an executive committee and one or more other committees, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

Section 12. The executive committee shall have and may exercise the powers 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 documents or instruments which may require it.

Section 13. Such other committees, which shall have such names as shall be determined by resolutions adopted by the board of directors, shall have and exercise, to the extent provided for in resolutions adopted by the board of directors, the powers of the board of directors.

Section 14. The executive committee and any other committees shall have no 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 the certificate of incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

Section 15. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required. In the absence or disqualification of any member of such committees, the member or members thereof present at any meeting and 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.

COMPENSATION OF DIRECTORS

Section 16. Unless otherwise restricted by the certificate of incorporation, the board of directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE IV

NOTICES

Section 1. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V

OFFICERS

Section 1. The officers of the corporation shall be chosen by the board of directors and shall be a chairman of the board of directors, a president, one or more vice-presidents, of which one or more may be designated executive vice-president or senior vice president, a secretary

and a treasurer. The board of directors may also choose one or more assistant vice-presidents, assistant secretaries and assistant treasurers. Any number of offices may be held by the same person unless the certificate of incorporation otherwise provides. The chairman of the board of directors and the president shall be elected from among the directors.

Section 2. The board of directors at its first meeting after each annual meeting of stockholders shall choose a chairman of the board of directors, a president, one or more vice-presidents, a secretary, a treasurer, and such assistant vice-presidents, assistant secretaries and assistant treasurers as the board may deem desirable.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. The salaries of all officers and agents of the corporation shall be fixed by the board of directors.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed, either with or without cause, at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Section 6. The chairman of the board of directors shall preside at all meetings of the board of directors and at all meetings of the stockholders of the corporation. He shall advise and counsel with the president and with other officers of the corporation on any and all activities in which the corporation may engage and shall perform such other duties as may be assigned to him by the board of di-

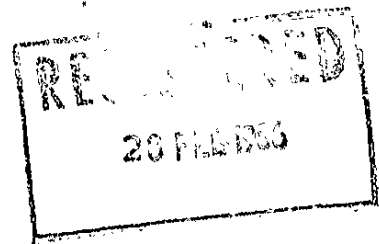
rectors or as may be requested by the president. The regular powers and duties of the president may, upon delegation by the president, be performed and exercised by the chairman of the board.

Section 7. The chairman of the board of directors may execute bonds and mortgages, bills of sale, assignments, conveyances, and all other contracts, except those required by law to be otherwise signed and executed or except where the signing and execution thereof, though permitted by law, shall be expressly delegated by the board of directors to some other officer or agent of the corporation. If for any reason the president of the corporation becomes unable to discharge the duties of that office, the chairman of the board shall assume the duties and responsibilities of the president of the corporation.

THE PRESIDENT

Section 8. The president shall be the chief executive officer of the corporation, responsible to the board of directors for planning and directing the business of the corporation and for initiating and directing those actions essential to its business affairs. The president shall have general and active management of the business affairs of the corporation and shall be responsible for ensuring that all orders and resolutions of the board of directors are carried into effect. He shall have the general supervision and direction of the other officers of the corporation and shall ensure that their duties are performed properly.

Section 9. The president may execute bonds and mortgages, bills of sale, assignments, conveyances and all other contracts, except those required by law to be otherwise signed and executed or except where the signing and execution thereof, though permitted by law, shall be expressly delegated by the board of directors to some other officer or agent of the corporation. He shall be ex-officio a member of all standing committees of the corporation and shall have general duties and powers of supervision and management usually vested in the chief executive officer of a Corporation.



Section 10. The president shall assume the duties and responsibilities of the chairman of the board of directors if for any reason the incumbent chairman of the board of directors becomes unable to discharge the duties of that office because of illness or for any other reason.

THE VICE-PRESIDENTS

Section 11. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice presidents shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

THE SECRETARY AND ASSISTANT SECRETARY

Section 12. The secretary shall attend all meetings of the board of directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

Section 13. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors (or if there be no such determination, then in the order of their election), shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

THE TREASURER AND ASSISTANT TREASURERS

Section 14. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

Section 15. He shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 16. He shall keep an account, in such manner as the board of directors may prescribe, of the stock of the corporation that is registered and/or transferred.

Section 17. If required by the board of directors, he shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 18. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors (or if there be no such determination, then in the order of their election), shall, in the absence of the treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

DELEGATION

Section 19. In the absence or disability of any officer of the corporation, other than the chairman of the board of directors, or if the board of directors, the executive committee or the president deems it necessary or desirable, the board of directors, the executive committee or the president may temporarily delegate the powers and duties of such office to any other officer or director.

ARTICLE VI

CERTIFICATES OF STOCK

Section 1. Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the chairman of the board of directors or the president or a vice president and the treasurer or an assistant treasurer or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation. Certificates may be issued for partly paid shares and in such case upon the face or back of the certificates issued to represent any such partly paid shares, the total amount of the consideration to be paid therefor, and the amount paid thereon shall be specified.

Section 2. Any of or all the signatures on the certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

LOST CERTIFICATES

Section 3. The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

TRANSFERS OF STOCK

Section 4. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence

of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

FIXING RECORD DATE

Section 5. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

REGISTERED STOCKHOLDERS

Section 6. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE VII

GENERAL PROVISIONS

DIVIDENDS

Section 1. Dividends upon the capital stock of the corporation, subject to the provisions of the

certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

ANNUAL STATEMENT

Section 3. The board of directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the corporation.

CHECKS

Section 4. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate. No checks shall be signed in blank.

FISCAL YEAR

Section 5. The fiscal year of the corporation shall end on the thirtieth day of June in each year, or on such other date as the board of directors may prescribe.

BOOKS AND RECORDS

Section 6. The books, records and accounts of the corporation, except as otherwise required by the laws of the State of Delaware, may be kept within or without the State of Delaware, at such place or places as may be designated by the board of directors.

SEAL

Section 7. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

PROXIES

Section 8. Unless otherwise provided by resolution adopted by the board of directors, the chairman of the board of directors, the president, or a vice president may, from time to time, in the name and on behalf of the corporation (a) cast the votes which the corporation may be entitled to cast as the holder of stock or other securities in any other corporation any of whose stock or other securities may be held by the corporation, at meetings of the holders of the stock or other securities of such other corporation, or consent in writing, in the name of the corporation as such holder, to any action by such other corporation, and execute or cause to be executed in the name and on behalf of the corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises, and (b) appoint an attorney or attorneys or agent or agents, of the corporation, to take any of such actions and instruct the person or persons so appointed as to the manner of casting such votes or giving such consent.

ARTICLE VIII

INDEMNIFICATION

Section 1. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed

action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections (1) and (2), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification under sections (1) and (2) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in sections (1) and (2). Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the stockholders.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE IX

AMENDMENTS

Section 1. These by-laws may be altered, amended or repealed or new by-laws may be adopted by the board of directors or the stockholders at any regular meeting of the board of directors or stockholders, or at any special meeting of the board of directors or stockholders if notice of such alteration, amendment, repeal or adoption of new by-laws be contained in the notice of such special meeting. In the event that new by-laws are adopted or that these by-laws are altered, amended or repealed by the stockholders, an affirmative vote of a majority of the stock issued, outstanding and entitled to vote shall be required for such action; in the event that new by-laws are adopted or that these by-laws are altered, amended or repealed by the board of directors, a majority vote of the directors present at such meeting shall be required for such action.

G

COMPANIES FORM No. 701(6)a

**Notice by an overseas company
of new accounting reference
date given during the course of
an accounting reference period**

701(6)a

Please do not
write in this
margin

Pursuant to section 225(1) as applied by section 701(6) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

--	--	--	--	--	--

F13325

Name of company

* EBSCO INDUSTRIES INC.

* enter corporate
name

Note
Please read notes
1 to 5 overleaf
before completing
this form

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	0	0	6
---	---	---	---

The current accounting reference period of the company is to be treated as [shortened]~~[extended]~~ and [is to be treated as having come to an end]~~[will come to an end]~~† on

† delete as
appropriate

Day Month Year

3	0	0	6	1	9	8	8
---	---	---	---	---	---	---	---

Signed x

[Signature]

^{ASST.}
[Director][Secretary][Person Authorised]† Date x 1/18/89

Presenter's name address and
reference (if any):

For official Use
General Section

Post room

COMPANIES HOUSE 26 JAN 1989 M 66
--



COMPANIES FORM No 692(1)(c)

**Return of alteration in the
names or addresses of persons
resident in Great Britain
authorised to accept service
on behalf of an overseas company**

692(1)(c)

Please do not
write in this
margin

Pursuant to section 692(1)(c) of the Companies Act 1985

Note: The time within which a return containing the particulars
of alteration is to be delivered to the Registrar is
twenty one days after the making of such alterations.

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

For official use stamp area

Company number: FC 13325

Name of company

* enter corporate
name

* EBSCO INDUSTRIES INC.

notifies you of the following alteration(s) in the name(s) or address(es) of persons resident in Great Britain authorised to accept service on behalf of the company

RICHARD ARTHUR BYFIELD FROST of ASHETONS
99 ADEWICH LONDON WC2B 4SF ceased
to be authorised to accept service on behalf of
the company on 1st July 1991 and
ROGER GEORGE TAYLOR of

ANDERSON-DAVIS & METCALFE
21 VICTORIA STREET,
ST. ALBANS, HERTS. AL1 3JL

was authorised in his place

delete as
appropriate

Signed

[Signature]

[Director][Secretary][Person Authorised]† Date

5/7/91

Presenter's name address and
reference (if any):

ANDERSON-DAVIS & METCALFE
21 VICTORIA STREET,
ST. ALBANS, HERTS. AL1 3JL

For official Use
General Section

Post room

COMPANIES HOUSE
06 JUL 1991
Nº 83

Our Ref: RGT/LC/E916/1
Your Ref: DB/CONTRCL

4th July 1991

Companies House
Document Examination Branch
Crown Way
CARDIFF CF4 3UZ

DX 33050 CARDIFF

For Att: Mrs D Morgan

Dear Sirs

Re: Ebsco Industries Inc - FC13325

I refer to my recent telephone conversation with you and now enclose Form 692(1)(c) duly completed.

I confirm that the Company has ceased to have an established place of business in Gt Britain and I would be grateful if you could take appropriate steps to have the Company taken off the Register.

I understand that in this event, you will not be seeking any further documentation of the Company.

Yours faithfully

[Signature] (RG-TA 307)

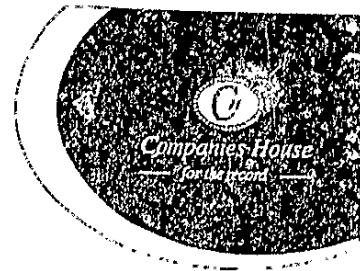
~~ANDERSON-DAVIS & METCALFE~~

Enc

FILE CLOSED

17-7-91





Crown Way Cardiff CF14 3UZ
www.companieshouse.gov.uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.