

State of Delaware
Office of the Secretary of State

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06-14-1999

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #57

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SHAREHOLDER COMMUNICATIONS CORPORATION", CHANGING ITS NAME FROM "SHAREHOLDER COMMUNICATIONS CORPORATION" TO "GEORGESON SHAREHOLDER COMMUNICATIONS INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9775372

DATE: 05-28-99

TRADEMARK
REEL: 001918 FRAME: 0478

CERTIFICATE OF AMENDMENT



OF

06-14-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #57

CERTIFICATE OF INCORPORATION

OF

SHAREHOLDER COMMUNICATIONS CORPORATION
(Pursuant to Section 242 of the Delaware General Corporation Law)

SHAREHOLDER COMMUNICATIONS CORPORATION (the "Corporation"),
a corporation organized and existing under and by virtue of the General Corporation Law of the
State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: The name of the corporation is **SHAREHOLDER COMMUNICATIONS CORPORATION** (the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed in the
office of the Secretary of State of Delaware on November 10, 1969.

THIRD: The Certificate of Incorporation of the Corporation is hereby amended
by deleting Article **FIRST** in its entirety and substituting the following in lieu thereof:

"FIRST. The name of the corporation is: **Georgeson
Shareholder Communications Inc.** (the "Corporation").";
and be it further,

FOURTH: This Certificate of Amendment of the Certificate of Incorporation has
been duly adopted in accordance with the provisions of Section 242 of the General
Corporation Law of the State of Delaware by the unanimous written consent of the Board
of Directors and in accordance with provisions of section 228 of the General Corporation
Law of the State of Delaware by written consent of the stockholders owning more than
a majority of the outstanding shares of Common Stock of the Corporation entitled to vote
and written notice was promptly given to those stockholders of the Corporation who have
not consented in writing.