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**FORM 5****PREFERRED STOCK CHARTER PROVISIONS****CERTIFICATE OF INCORPORATION OF  
GENERAL TECHNOLOGY, INC.**

Pursuant to Section 102 of the General Corporation Law of the State of Delaware

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

FIRST: The name of this corporation is General Technology, Inc.

SECOND: The address of this corporation's current registered office in the State of Delaware is One Rodney Square, 10th Floor, Tenth and King Streets, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is RL & F Service Corp.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: (a) The aggregate number of shares which this corporation shall have authority to issue is 50,000,000 of which 10,000,000 shares shall be preferred stock without par value, and 40,000,000 shares shall be common stock without par value.

(b) Subject to the provisions of subdivision (c) of this Article 4, the Board of Directors shall have authority at any time or from time to time (i) to divide any or all of the preferred stock into series; (ii) to determine for any such series its designation, number of shares, relative rights, preferences and limitations; (iii) to increase the number of shares of any such series previously determined by it and to decrease such previously determined number of shares to a number not less than that of the shares of such series then outstanding; (iv) to change the designation or number of shares, or the relative rights, preferences and limitations of the shares, of any theretofore established series no shares of which have been issued; and (v) to cause to be executed and filed without further approval of the shareholders such additional provisions of the Certificate of Incorporation as may be required in order to accomplish any of the foregoing. In particular, but without limiting the generality of the foregoing, the Board of Directors shall have authority to determine with respect to any series of preferred stock:

(1) The dividend rate or rates on shares of such series and any restrictions, limitations or conditions upon the payment of such dividends, and whether dividends shall be cumulative and, if so, the date or dates from which dividends shall cumulate, and the dates on which dividends, if declared, shall be payable;

(2) Whether the shares of such series shall be redeemable and, if so, the time or times and the price or prices at which and the other terms and conditions on which the shares may be redeemed;

(3) The rights of the holders of shares of such series in the event of the liquidation, dissolution or winding upon of the corporation, whether voluntary or involuntary, or any other distribution of its assets;

(4) Whether the shares of such series shall be subject to the operation of a purchase, retirement or sinking fund and, if so, the terms and conditions thereof;

(5) Whether the shares of such series shall be convertible into shares of any other class or classes or of any series of the same or any other class or classes, and if so convertible, the price or prices or the rate or rates of conversion and the method, if any, of adjusting the same, and the other terms and conditions, if any, on which shares shall be so convertible; and

(6) The extent of voting powers, if any, of the shares of such series.

(c) Except as required by law or as determined by the Board of Directors pursuant to subdivision (b) of this Article 4, the exclusive voting power for all purposes shall be vested in the holders of common stock, each share thereof from time to time outstanding having voting power of one vote.

FIFTH: The incorporator of this corporation is \_\_\_\_\_, whose mailing address is One Rodney Square, P. O. Box 551, Wilmington, Delaware 19899.

SIXTH: The powers of the incorporator are to terminate upon this filing of this certificate of incorporation. The name and mailing address of the persons who are to serve as initial directors of the corporation until the first annual meeting of stockholders of the corporation, or until their successors are elected and qualified are \_\_\_\_\_.

The undersigned incorporator acknowledges that the foregoing certificate of incorporation is his act and deed on this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

\_\_\_\_\_  
Incorporator

**RESOLUTION OF BOARD OF DIRECTORS OF GENERAL  
TECHNOLOGY, INC. PROVIDING FOR THE ISSUE  
OF SERIES A PREFERRED STOCK**

Pursuant to section 151(a) of the General Corporation Law of the State of Delaware, the undersigned hereby certifies:

FIRST: The name of the corporation is General Technology, Inc.

SECOND: On \_\_\_\_\_, 20XX, the Board of Directors of the corporation duly adopted the following resolution:

“RESOLVED, that, pursuant to the authority granted to the Board of Directors by subdivision (b) of Article 4 of the Certificate of Incorporation of General Technology, Inc., filed \_\_\_\_\_, 20XX, and by sections 151(a) of the General Corporation Law of the State of Delaware, said Certificate of Incorporation is amended by the insertion of the following new subdivision (d) at the end of said Article 4:

(d) Pursuant to subdivision (b) of this Article 4, there are hereby authorized and established, out of the 10,000,000 shares of preferred stock without par value which the corporation has authority to issue pursuant to subdivision (a) of this Article 4, a series of such preferred stock, designated “Series A Cumulative Preferred Stock” (the “Series A Preferred Stock”).

(1) The Series A Preferred Stock shall consist of 1,500,000 shares without par value.

(2) The holders of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, dividends in cash in the amount of \$10 per share per annum, payable quarterly on the first day of each February, May, August and November. Dividends on shares of the Series A Preferred Stock shall begin to accrue and shall be cumulative from the date of their issue. Dividends paid on the shares of Series A Preferred Stock in an amount less than the total amount of dividends at the time accrued and payable on such shares shall be allocated pro rata on a share by share basis among all such shares at the time outstanding. Accrued but unpaid dividends on the Series A Preferred Stock shall not bear interest. The Board of Directors may fix a record date for the determination of holders of Series A Preferred Stock entitled to receive payment of a dividend declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

(3) The holders of Series A Preferred Stock shall be entitled, on all matters submitted for a vote of the holders of common stock, whether pursuant to law or otherwise, to one vote for each share of Series A Preferred Stock held, and on all such matters shall vote together as one class with the holders of common stock and the holders of all other shares of stock entitled to vote with the holders of common stock on such matters. In addition, the holders of Series A Preferred Stock shall have (i) the voting powers provided for by law and (ii) the further voting powers provided for below:

(a) The consent of the holders of a majority of the outstanding shares of Series A Preferred Stock, voting separately as a single class, in person or by proxy, either in writing without a meeting or at a special or annual meeting of shareholders called for the purpose, shall be necessary to (i) authorize any additional class or series of stock ranking, or convertible into shares ranking, prior to or on a parity with (either as to dividends or upon liquidation, dissolution or winding up) the Series A Preferred Stock, or (ii) increase the authorized amount of any class or series of stock so ranking, or convertible into shares so ranking, prior to or on a parity with the Series A Preferred Stock, or (iii) effect a sale of all or substantially all of the assets of the

corporation, or (iv) effect any division of the Series A Preferred Stock or any combination thereof with any other class or series of stock, or (v) amend the Certificate of Incorporation to alter materially the relative rights and preferences of the Series A Preferred Stock so as adversely to affect the holders thereof, (vi) effect a consolidation or merger of the corporation with or into any other corporation or other entity or person, or any other corporate reorganization, in which the stockholders of the corporation immediately prior to such consolidation, merger or reorganization, own less than fifty percent (50%) of the corporation's voting power immediately after such consolidation, merger or reorganization, or effect any transaction or series of related transactions to which the corporation is a party in which in excess of fifty percent (50%) of the corporation's voting power is transferred, *provided that* no amendment of the Certificate of Incorporation which reduces any amount payable on the Series A Preferred Stock as dividends, upon redemption or upon liquidation, dissolution or winding up of the corporation, or which postpones the date when any such amount is payable, or which amends this subparagraph (a), shall be effective without the consent of the holders of all the outstanding shares of Series A Preferred Stock.

(b)(i) Whenever quarterly dividends payable on the Series A Preferred Stock as provided in paragraph (2) of this subdivision (d) are in arrears in an aggregate amount at least equal to six full quarterly dividends (which need not be consecutive), the holders of the outstanding Series A Preferred Stock shall have the special right, voting separately as a single class, to elect two directors of the corporation, at the next succeeding annual meeting of shareholders (and at each succeeding annual meeting of shareholders thereafter until such right shall terminate as hereinafter provided).

(ii) At each meeting of shareholders at which the holders of the Series A Preferred Stock shall have the special right, voting separately as a single class, to elect directors as provided in this subparagraph (b), the presence in person or by proxy of the holders of record of one-third of the total number of shares of the Series A Preferred Stock of all series then issued and outstanding shall be necessary and sufficient to constitute a quorum of such class for such election by such shareholders as a class.

(iii) Each director elected by the holders of the Series A Preferred Stock voting separately as a single class as provided in this subparagraph (b) shall hold office until the annual meeting of shareholders next succeeding his election and until his successor, if any, is elected by such holders and qualified.

(iv) In case any vacancy shall occur among the directors elected by the holders of the Series A Preferred Stock voting separately as a single class as provided in this subparagraph (b), such vacancy may be filled for the unexpired portion of the term by vote of the single remaining director theretofore elected by such shareholders, or his successor in

office, or by the vote of such shareholders given at a special meeting of such shareholders called for the purpose.

(v) Whenever all dividends accrued and unpaid on the Series A Preferred Stock shall have been paid and dividends thereon for the current quarterly period shall have been paid or declared and provided for, the right of the holders of the Series A Preferred Stock, voting separately as a single class, to elect directors as provided in this subparagraph (b) shall terminate at the next succeeding annual meeting of shareholders, but subject always to the same provisions for the vesting of such special right of the holders of the Series A Preferred Stock, voting separately as a single class, to elect directors in the case of future unpaid dividends as hereinabove set forth.

(c)(i) Whenever any mandatory redemption on the Series A Preferred Stock pursuant to paragraph (7) of this subdivision (d) is in arrears in an aggregate amount at least equal to two full mandatory redemption payments (which need not be consecutive), the holders of the outstanding Series A Preferred Stock shall have the special right, voting separately as a single class, to elect two directors of the corporation, at the next succeeding annual meeting of shareholders (and at each succeeding annual meeting of shareholders thereafter until such right shall terminate as hereinafter provided), *provided that* this subparagraph (c) shall not be given effect at any time when the holders of the outstanding Series A Preferred Stock shall have the right to elect two directors pursuant to subparagraph (b) of this paragraph (3), it being intended that such holders shall not have by reason of this subparagraph (c) the right to elect, voting separately as a single class, more than two directors at any time.

(ii) At each meeting of shareholders at which the holders of the Series A Preferred Stock shall have the special right, voting separately as a single class, to elect directors as provided in this subparagraph (c), the presence in person or by proxy of the holders of record of one-third of the total number of shares of the Series A Preferred Stock then issued and outstanding shall be necessary and sufficient to constitute a quorum of such class for such election by such shareholders as a class.

(iii) Each director elected by the holders of the Series A Preferred Stock voting separately as a single class as provided in this subparagraph (c) shall hold office until the annual meeting of shareholders next succeeding his election and until his successor, if any, is elected by such holders and qualifies.

(iv) In case any vacancy shall occur among the directors elected by the holders of the Series A Preferred Stock voting separately as a single class as provided in this subparagraph (c), such vacancy may be filled for the unexpired portion of the term by vote of the single remaining director theretofore elected by such shareholders, or his successor in office, or by the vote of such shareholders given at a special meeting of such shareholders called for the purpose.

(v) Whenever all mandatory redemption payments which are in arrears shall have been paid, the right of the holders of the Series A Preferred Stock, voting separately as a single class, to elect directors as provided in this subparagraph (c) shall terminate at the next succeeding annual meeting of shareholders, but subject always to the same provisions for the vesting of such special right of the holders of the Series A Preferred Stock, voting separately as a single class, to elect directors in the case of any future mandatory redemption arrears as hereinabove set forth.

(d) In any case in which the holders of the Series A Preferred Stock shall be entitled to vote separately as a single class pursuant to the provisions of this paragraph (3) or pursuant to law, each holder of Series A Preferred Stock of any series shall be entitled to one vote for each such share held.

(4) Whenever quarterly dividends payable on the Series A Preferred Stock as provided in paragraph (2) of this subdivision (d) are in arrears, the corporation shall not (a) pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock, or (b) pay dividends on or make any other distributions on any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except dividends paid proportionately on the Series A Preferred Stock and all such parity ranking stock on which dividends are payable or in arrears, or (c) redeem or purchase or otherwise acquire for consideration any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock.

(5) Whenever any mandatory redemption on the Series A Preferred Stock pursuant to paragraph (7) of this subdivision (d) is in arrears, the corporation shall not (a) pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock, or (b) redeem or purchase or otherwise acquire for consideration any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except mandatory redemptions made proportionately on the Series A Preferred Stock and all other such parity ranking stock on which mandatory redemptions are payable or in arrears.

(6) Upon any liquidation, dissolution or winding up of the corporation, no distribution shall be made (a) to the holders of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless, prior to the first such distribution, the holders of Series A Preferred Stock shall have received (i) in the event of a voluntary liquidation, dissolution or winding up, an amount per share equal to the amount per share which would be payable upon an optional redemption of the Series A Preferred Stock pursuant to paragraph (8) of this subdivision (e) at the time such amount is paid to the holders of Series

A Preferred Stock, or (ii) in the event of an involuntary liquidation, dissolution or winding up, \$100 per share, plus, in either such case, dividends accrued and unpaid thereon, whether or not declared, or (b) to the holders of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except distributions made proportionately on the Series A Preferred Stock and all other such parity ranking stock. The merger or consolidation of the corporation or the sale of all or substantially all the assets of the corporation shall not be deemed a liquidation, dissolution or winding up of the corporation for purposes of this paragraph (6).

(7) The corporation shall, on the first day of February in each year beginning with 20XX [sixth anniversary], redeem, out of funds legally available for the purpose, 150,000 shares of the Series A Preferred Stock (or all shares of the Series A Preferred Stock then outstanding if less than 150,000) at the mandatory redemption price of \$100 per share plus dividends accrued and unpaid thereon, whether or not declared. The corporation's obligation to make redemptions on any such first day of February as provided in this paragraph (7) shall be cumulative. In addition, the corporation may, at its option, redeem up to an additional 150,000 shares of the Series A Preferred Stock at the mandatory redemption price on the first day of February in any year beginning with 20XX, *provided that* the aggregate number of shares of the Series A Preferred Stock that may be so optionally redeemed shall not exceed 450,000 and the right to effect such optional redemptions shall not be cumulative. No redemption of less than all shares of the Series A Preferred Stock outstanding pursuant to the preceding sentence of this paragraph (7) or pursuant to paragraph (8) or (9) of this subdivision (e) shall relieve the corporation from its obligation to make mandatory redemptions of the Series A Preferred Stock pursuant to the first sentence of this paragraph (7), provided that, in case of the redemption of all shares of the Series A Preferred Stock held by some, but less than all, holders pursuant to paragraph (9) of this subdivision (d), the number of shares of the Series A Preferred Stock subject to mandatory redemption on the first day of each February thereafter shall be reduced in the same proportion as the total number of shares of the Series A Preferred Stock outstanding is reduced by reason of such redemption pursuant to such paragraph (9). The number of shares of the Series A Preferred Stock subject to redemption pursuant to the first and third sentences of this paragraph (7) shall also be adjusted proportionately, as nearly as practicable, to reflect any subdivisions or combinations of the Series A Preferred Stock.

(8) The corporation may redeem the Series A Preferred Stock, at any time in whole or from time to time in part, at the optional redemption price in effect on the date fixed for such redemption, which shall be the then applicable price per share specified below plus dividends accrued and unpaid on the shares to be redeemed, whether or not declared:

<b>During the 12 months ending February 1</b>	<b>Price per share</b>
20XX .....	\$110.00
20XX .....	109.33
20XX .....	108.66
20XX .....	108.00
20XX .....	107.33
20XX .....	106.66
20XX .....	106.00
20XX .....	105.33
20XX .....	104.66
20XX .....	104.00
20XX .....	103.33
20XX .....	102.66
20XX .....	102.00
20XX .....	101.33
20XX .....	100.66

Notwithstanding the foregoing, prior to February 1, 20XX, the Series A Preferred Stock shall not be redeemed, in whole or in part, pursuant to this paragraph (8), directly or indirectly, from or in anticipation of all or any part of the proceeds from (a) the incurrence of indebtedness for borrowed money having either an interest rate or an effective interest cost of less than 10% per annum or a weighted average life to maturity which is less than that of the Series A Preferred Stock on the date fixed for such redemption, or (b) the issuance of shares of stock ranking prior (either as to dividends or upon liquidation, dissolution or winding up) to the common stock of the corporation and having either a dividend rate or an effective dividend cost of less than 10% per annum or a weighted average life to maturity which is less than that of the Series A Preferred Stock on the date fixed for such redemption. For purposes of this paragraph (8), the effective interest or dividend cost of any indebtedness or shares of stock shall be determined in accordance with accepted financial practice and the weighted average life to maturity of any indebtedness or shares of stock shall be, in the case of any indebtedness at any date, the number of years obtained by dividing the then outstanding principal amount of such indebtedness into the total of the products obtained by multiplying (i) the amount of each then remaining installment, sinking fund, serial maturity or other required payment, including payment of final maturity, in respect thereof, by (ii) the number of years (calculated to the nearest one-twelfth) which will elapse between such date and the date on which such payment is to be made and, in the case of any stock at any date, the number of years obtained by dividing the then involuntary liquidation value of such stock into the total of the products obtained by multiplying, (x) the amount of each then remaining installment, sinking fund or other required redemption, including redemption at final maturity, in respect thereof, by (y) the number of years (calculated to the nearest one-twelfth) which will elapse between such date and the making of such redemption.



(9) In the event that, pursuant to law or any provision of the Certificate of Incorporation, the consent of the holders of the outstanding shares of Series A Preferred Stock shall be required to authorize an additional class or series of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, or to increase the authorized amount of any such class or series of stock, or to effect a merger or consolidation of the corporation or a sale of all or substantially all of its assets, the corporation shall have the right to elect to redeem shares of Series A Preferred Stock to the extent and on the conditions specified below in this paragraph (9). If the corporation shall elect to redeem shares of Series A Preferred Stock pursuant to this paragraph (9), the corporation shall mail to each holder of Series A Preferred Stock, at such holder's address as it appears on the books of the corporation, a written notice (i) specifying a date (the "Determination Date"), which shall be not less than 15 nor more than 60 days after the date on which such notice is mailed, on which a determination will be made as to whether the Series A Preferred Stock is subject to redemption as provided in this paragraph (9), (ii) describing in reasonable detail the corporate action with respect to which the consent of the Series A Preferred Stock is required (and, if applicable, transmitting any proxy statement required to be delivered in connection with such corporate action), (iii) summarizing the voting rights of the holders of the Series A Preferred Stock with respect to such corporate action and (iv) summarizing the respective rights of the corporation and such holder under this paragraph (9). If a vote by the holders of the common stock is to be taken with respect to the corporate action for which the consent of the holders of the Series A Preferred Stock is being sought, the Determination Date shall not be more than three business days prior to the date on which such vote by the holders of common stock is to be taken. If on or before the Determination Date, the corporation shall not have received from the holder of any shares of Series A Preferred Stock a duly authorized and executed instrument which on and after such date will constitute an irrevocable proxy authorizing the corporation (or its nominee) to consent with respect to such shares to the corporate action for which the consent of the holders of the Series A Preferred Stock is being sought, the corporation shall have the right to redeem such shares at the redemption price of \$100 per share plus dividends accrued and unpaid thereon, whether or not declared, on the first business day following the Determination Date. A holder of shares of Series A Preferred Stock who wishes to do so may defer the redemption of such shares by delivering to the corporation on or before the Determination Date a duly authorized and executed instrument which on and after such date will constitute an irrevocable proxy authorizing the corporation (or its nominee) to consent with respect to such shares to the corporate action for which the consent of the holders of the Series A Preferred Stock is being sought and specifying and agreeing that the shares for which such irrevocable proxy is granted shall be redeemed at the redemption price of \$100 per share plus dividends accrued and unpaid thereon, whether or not declared, but only (i) upon, and simultaneously with, the consummation of such corporate action on substantially the terms presented to the holders of

Series A Preferred Stock for purposes of obtaining their consent thereto and (ii) if the consummation of such corporate action shall take place within 180 days after the Determination Date.

Notwithstanding the foregoing, the corporation shall not have the right to redeem any shares of Series A Preferred Stock pursuant to this paragraph (9) if on the Determination Date the corporation shall have received irrevocable proxies as provided above in this paragraph (9) which are not accompanied by a specification of and agreement to a deferred redemption as provided above in this paragraph (9) and which relate to such number of shares of the Series A Preferred Stock as are sufficient to provide the consent of the holders of the Series A Preferred Stock required for the corporate action for which such consent is being sought.

The corporation shall use its best efforts to mail notice of the date of consummation of the corporate action for which consent is being sought and of the simultaneous redemption of shares of Series A Preferred Stock pursuant to this paragraph (9), at least 5 but not more than 45 days prior to such date, to each holder of shares of Series A Preferred Stock to be redeemed on such date, at such holder's address as it appears or, the books of the corporation.

Within 20 days after the redemption of any shares of Series A Preferred Stock pursuant to this paragraph (9), the corporation shall mail to each holder of Series A Preferred Stock, at such holder's address as it appears on the books of the corporation, a written notice specifying the number of such shares so redeemed and setting forth the number of shares of Series A Preferred Stock thereafter subject to redemption pursuant to the first and third sentences of paragraph (7) of this clause (A), determined as provided in such paragraph (7).

(10) Notice of any redemption of the Series A Preferred Stock (other than pursuant to paragraph (9) of this subdivision (d)) shall be mailed at least 30, but not more than 60, days prior to the date fixed for such redemption to each holder of Series A Preferred Stock to be redeemed, at such holder's address as it appears on the books of the corporation. In order to facilitate the redemption of the Series A Preferred Stock, the Board of Directors may set a record date for the determination of holders of Series A Preferred Stock to be redeemed, or may cause the transfer books of the corporation to be closed for the transfer of Series A Preferred Stock, not more than 60 days prior to the date fixed for such redemption. If less than all the Series A Preferred Stock outstanding is to be redeemed (other than pursuant to paragraph (9) of this subdivision (d)), the redemption shall be effected, as nearly as practicable, pro rata according to the number of shares held of record, with adjustments to the extent practicable to equalize for prior redemptions, provided that only whole shares of Series A Preferred Stock shall be redeemed.

(11) If on the date fixed for any redemption of the Series A Preferred Stock the full amount of funds necessary to effect the proposed redemption shall have been deposited in a bank or trust company with irrevocable instructions and authority to pay such amount to the holders of shares of Series A Preferred Stock properly called for redemption, then, notwith-

standing that the certificates for such shares have not been surrendered for cancellation, from and after such date such shares shall no longer be deemed outstanding, dividends thereon shall cease to accrue and all rights of the holders of such shares shall terminate, except the right to receive the redemption price therefor, without interest.

(12) Notwithstanding any other provision of this subdivision (d), the corporation shall not be required to pay any dividend on, or to pay any amount in respect of any redemption of, the Series A Preferred Stock at a time when, immediately after making such payment the fair market value of the total remaining assets of the corporation would be less than its total liabilities plus the maximum aggregate amount which would be payable on all then outstanding shares of stock ranking (either as to dividends or upon liquidation, dissolution or winding up) prior to or on a parity with the Series A Preferred Stock in the event of a liquidation, dissolution or winding up of the corporation at the date of such payment, *provided that* the obligation of the corporation to make any such payment shall not be extinguished in the event that the foregoing limitation applies.

(13) The corporation shall not, directly or indirectly, redeem or purchase or otherwise acquire any shares of the Series A Preferred Stock except as provided in this subdivision (d) or pursuant to a pro rata offer made in writing, on identical terms, to each holder of Series A Preferred Stock at the time outstanding.

(14) Any shares of the Series A Preferred Stock redeemed or purchased or otherwise acquired by the corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof; all such shares shall upon their cancellation become authorized but unissued shares of preferred stock, but may not be reissued as shares of Series A Preferred Stock.

(15) Whenever quarterly dividends payable on the Series A Preferred Stock as provided in paragraph (2) of this subdivision (d) are in arrears, and whenever any mandatory redemption on the Series A Preferred Stock pursuant to paragraph (7) of this subdivision (d) is in arrears, the corporation shall not permit any Subsidiary to (a) pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any stock issued by such Subsidiary and held by a Person other than the corporation, (b) pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any stock issued by the corporation and ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock, (c) pay dividends on or make any other distributions on any stock issued by the corporation and ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except dividends paid proportionately on the Series A Preferred Stock and all such parity ranking stock on which dividends are payable or in arrears, or (d) redeem, purchase or otherwise acquire for consideration any stock issued by the corporation and ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock.

As used in this paragraph (15), Person means an individual, partnership, corporation, limited liability company, association, trust, unincorporated organization, or a government or agency or political subdivision thereof; and Subsidiary means, as to any Person, any corporation, association or other business entity in which such Person or one or more of its Subsidiaries or such Person and one or more of its Subsidiaries owns sufficient equity or voting interests to enable it or them (as a group) ordinarily, in the absence of contingencies, to elect a majority of the directors (or Persons performing similar functions) of such entity, and any partnership or joint venture if more than a 50% interest in the profits or capital thereof is owned by such Person or one or more of its Subsidiaries or such Person and one or more of its Subsidiaries (unless such partnership can and does ordinarily take major business actions without the prior approval of such Person or one or more of its Subsidiaries). Unless the context otherwise clearly requires, any reference to a "Subsidiary" is a reference to a Subsidiary of the Company.

IN WITNESS WHEREOF, General Technology, Inc. has caused this Certificate to be duly executed this \_\_\_\_ day of \_\_\_\_, 20XX.

GENERAL TECHNOLOGY, INC.

By \_\_\_\_\_  
Title: