

## Certificate of Incorporation of

**Dimension Technologies Inc.**

*under Section 402 of the Business Corporation Law*

**IT IS HEREBY CERTIFIED THAT:**

- (1) *The name of the proposed corporation is* **Dimension Technologies Inc.**
  
- (2) *The purpose or purposes for which this corporation is formed, are as follows, to wit:*  
*To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body.\**

0339014

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*The corporation, in furtherance of its corporate purposes above set forth, shall have all of the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or any other statute of the State of New York.*

*If specific consent or approval is required delete this paragraph, insert specific purposes and obtain consent or approval prior to filing.*

0000 0914

(3) The office of the corporation is to be located in the

County of Montgomery State of New York.

(4) The aggregate number of shares which the corporation shall have the authority to issue is  
200 n.p.v.

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0000 0915

(5) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is

1170 Genesee St.  
Building 5 Apartment 3  
Rochester, NY 14611

The undersigned incorporator, or each of them if there are more than one, is of the age of eighteen years or over.

IN WITNESS WHEREOF, this certificate has been subscribed this 17th day of March 1986 by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

Jesse B. Eichenlaub  
Type name of incorporator

Jesse B. Eichenlaub  
Signature

1170 Genesee St.; Bldg. 5 Apt. 3; Rochester, NY 14611  
Address

Type name of incorporator

Signature

DTI Confidential

Address

Type name of incorporator

Signature

Address

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0010

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**Certificate of Incorporation**

of

**Dimension Technologies Inc.**

*under Section 402 of the Business Corporation Law*

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8 3/18

Filed By: **Jesse Eichenlaub**  
1170 Genesee St.  
Bldg. 5 Apt. 3  
Rochester, NY 14611  
*Office and Post Office Address*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED MAR 27 1986

AMT. OF CHECK Cash 110  
FILING FEE \$ 100  
TAX \$ 10  
COUNTY FEE \$ \_\_\_\_\_  
COPY \$ \_\_\_\_\_  
CERT \$ \_\_\_\_\_  
REFUND \$ \_\_\_\_\_  
SPEC HANDLE \$ \_\_\_\_\_

~~D.T.I. Confidential~~  
D. Monroe

83390114

8000 2917

NYS DEPARTMENT OF STATE

FILING RECEIPT

CH SHARES AND PROVISIONS

CORPORATION NAME

DIMENSION TECHNOLOGIES, INC.

DATE FILED

01/11/88

DURATION & COUNTY CODE

MONR

FILM NUMBER

B588992-3

CASH NUMBER

093442

NUMBER AND KIND OF SHARES

6,100,000 FV \$.01

LOCATION OF PRINCIPAL OFFICE

\*MAC

ADDRESS FOR PROCESS

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ \_\_\_\_\_ AMOUNT OF MONEY ORDER \$ 00090.50 AMOUNT OF CASH \$ \_\_\_\_\_

\$ 6.00 DOLLAR FEE TO COUNTY

\$ 060.00 FILING  
\$ 00020.50 TAX  
\$ 00.00 CERTIFIED COPY  
CERTIFICATE  
010.00 MISCELLANEOUS  
TOTAL PAYMENT \$ 000090.50

FILER NAME AND ADDRESS

SUTTON DELEEUW CLARK AND DARCY  
40 GROVE STREET

PITTSFORD NY 14534

REFUND OF \$

TO FOLLOW

DTI Confidential

74-003 (8/84)

GAIL S SHAFFER - SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
DIMENSION TECHNOLOGIES, INC.

Under Section 805 of the Business Corporation Law.

The undersigned, being the President and Secretary of Dimension Technologies, Inc., hereby certify as follows:

1. The name of the corporation is Dimension Technologies, Inc.

2. The Certificate of Incorporation was filed by the Department of State on March 27, 1986.

3. The Certificate of Incorporation is hereby amended as follows:

A. To change the class and aggregate number of shares which the corporation shall have the authority to issue from 200 shares without par value, of which 200 shares of common capital stock are issued and outstanding, to 6,100,000 shares of a par value of \$.01 each. The 200 shares of stock presently issued and outstanding will be surrendered to the corporation and changed into 2,135,000 shares of stock at the ratio of 10,675 to 1. To effectuate the amendment, paragraph "(4)" shall read as follows:

"(4). The aggregate number of shares which the corporation shall have the authority to issue is 6,100,000 shares of a par value of \$.01 each."

B. To waive shareholders' preemptive rights. To effect this amendment, paragraph "(6)" is added and shall read as follows:

"(6). ~~DT: Confidential~~ of this corporation shall have any preemptive right to acquire any shares or other securities convertible into or carrying options or warrants to purchase shares of the corporation. Shares authorized by this certificate of incorporation, or by an amended certificate, and convertible securities may at any time be issued, optioned or otherwise disposed of by the corporation, pursuant to the direction of its Board of Directors, to such persons and

upon such terms as may seem proper and advisable to such Board, without first offering to existing shareholders such shares or convertible securities."

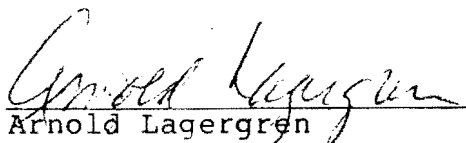
C. To add a provision regarding the limitation of liability of directors. In order to effect this amendment paragraph "7" shall be added to the Certificate of Incorporation and shall read as follows:


"7. Limitation of Directors' Liability.

The directors of the corporation shall not be personally liable to the corporation or its shareholders for damages for any breach of duty in such capacity occurring after the adoption of the provisions authorized in this Certificate of Incorporation, provided, however, that the provisions contained herein shall not eliminate such directors' liability if a judgment or other final adjudication adverse to the director establishes that (i) the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of the law; (ii) that the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled; or (iii) that the director's acts violated the provisions of section 719 of the New York Business Corporations Law."

4. The amendment to the Certificate of Incorporation was authorized by the unanimous written consent of all the members of the board of directors followed by the unanimous written consent of the shareholders holding shares entitled to vote thereon.

IN WITNESS WHEREOF, I have executed this certificate of amendment this 30 day of December, 1987, and affirm that the statements made herein are true under the penalties of perjury.

 PRESIDENT  
Arnold Lagergren

 SECRETARY  
DTI Confidential Jesse B. Eichenlaub

NYS DEPARTMENT OF STATE

FILING RECEIPT

CHANGE OF SHARES & ADDRESS

CORPORATION NAME

DIMENSION TECHNOLOGIES INC.

DATE FILED

02/12/90

DURATION & COUNTY CODE

RDNR

FILM NUMBER

0106595-3

CASH NUMBER

559325

NUMBER AND KIND OF SHARES

20,000,000PV4.01

LOCATION OF PRINCIPAL OFFICE

\*DC

ADDRESS FOR PROCESS

DIMENSION TECHNOLOGIES INC.  
176 ANDERSON AVENUE  
ARNOLD D LAGERGREN  
ROCHESTER NY 14607

REGISTERED AGENT

FEE AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ 00000.00

AMOUNT OF MONEY ORDER \$ 00139.50

AMOUNT OF CASH \$ \_\_\_\_\_

\$ 4.00 DOLLAR FEE TO COUNTY

\$ 060.00 FILING  
\$ 00069.50 TAX  
\$ CERTIFIED COPY  
\$ CERTIFICATE  
010.00 MISCELLANEOUS  
TOTAL PAYMENT \$ 0000139.50

FILER NAME AND ADDRESS

SUTTON DELEEUW CLARK & DARDY  
40 GROVE STREET

PITTSFORD NY 14564

REFUND OF \$

TO FOLLOW

DOS-281 (8/84)

CALL S. SHAFER - SECRETARY OF STATE

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
DIMENSION TECHNOLOGIES INC.

Under Section 805 of the Business Corporation Law

The undersigned, being the President and Secretary of Dimension Technologies Inc. hereby certify as follows:

1. The name of the corporation is Dimension Technologies Inc.

2. The Certificate of Incorporation was filed by the Department of State on March 27, 1986. A Certificate of Amendment to amend the class and aggregate number of shares to which the corporation shall have authority to issue was filed by the Department of State on January 11, 1988.

3. The Certificate of Incorporation is hereby amended as follows:

A. To amend the aggregate number of shares which the corporation shall have the authority to issue from 6,100,000 of a par value of \$.01 each of which 5,088,384 shares of common capital stock are issued and outstanding, to 20,000,000 shares of \$.01 par value each. The 5,088,384 shares of a par value of \$.01 each of stock presently issued and outstanding will remain ~~DT Confidential~~ without any change whatsoever. The 1,011,616 shares presently authorized but unissued will remain unissued, to which will be added the additional 13,900,000 authorized by this certificate of amendment. To effectuate the amendment, paragraph "(4)" shall read as follows:

"(4) The aggregate number of shares which the corporation shall have the authority to issue is 20,000,000 of a par value of \$.01 each."

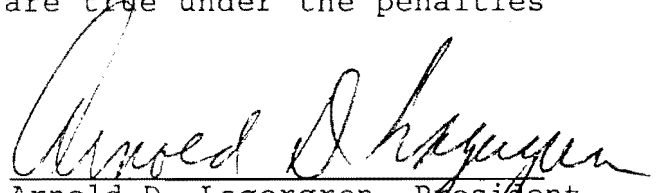
B. To change the post office address to which the Secretary of State shall mail a copy of any process against the corporation. To effect the change, paragraph "(5)" shall read as follows:

"(5) The Secretary of State is designated as agent of the corporation, upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any process against it served upon him is:

Dimension Technologies Inc.  
176 Anderson Avenue  
Rochester, NY 14607  
Attn: Arnold D. Lagergren"

4. The amendment to the Certificate of Incorporation was authorized by the vote of the board of directors followed by the vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, I have executed this certificate of amendment this 5th day of February, 1990 and affirm that the statements made herein are true under the penalties of perjury.

  
Arnold D. Lagergren, President

  
Jesse B. Eichenlaub, Secretary

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DEPARTMENT OF STATE  
CORPORATIONS AND STATE RECORDS DIVISION  
162 Washington Avenue  
Albany, NY 12231

NIS.

CORPORATION — CERTIFICATE OF ASSUMED NAME  
(Pursuant to Section 130 General Business Law)

FEES: THE FILING FEE PAYABLE TO THE SECRETARY OF STATE IS \$25.00 PLUS A \$25.00 FEE FOR EACH COUNTY LISTED IN WHICH BUSINESS WILL BE TRANSACTED UNDER ASSUMED NAME.

1. Corporation name Dimension Technologies Inc.  
2. Law corporation formed under:  Business  Not-for-Profit  Education  Insurance  
 Other (specify) \_\_\_\_\_

3. Assumed name DTI

4. Principal place of business in New York State\*  
2260 Lake Avenue  
City Rochester State NY Zip Code 14612 County Monroe

\*  If none, check box and insert principal out-of-state address above.

Counties in which business will be conducted under assumed name.

All counties

If not all, circle which counties below

KOP B 339014-4

|           |          |          |            |               |          |              |          |             |
|-----------|----------|----------|------------|---------------|----------|--------------|----------|-------------|
| bany      | Chenango | Essex    | Jefferson  | New York City | Oneida   | Putnam       | Schuyler | Ulster      |
| legany    | Clinton  | Franklin | Lewis      | Bronx         | Onondaga | Rensselaer   | Seneca   | Warren      |
| oome      | Columbia | Fulton   | Livingston | Kings         | Ontario  | Rockland     | Steuben  | Washington  |
| ttaraugus | Cortland | Genesee  | Madison    | New York      | Orange   | St. Lawrence | Suffolk  | Wayne       |
| yuga      | Delaware | Greene   | Monroe     | Queens        | Orleans  | Saratoga     | Sullivan | Westchester |
| autauqua  | Dutchess | Hamilton | Montgomery | Richmond      | Oswego   | Schenectady  | Tioga    | Wyoming     |
| emung     | Erie     | Herkimer | Nassau     | Niagara       | Otsego   | Schoharie    | Tompkins | Yates       |

addresses of each location within New York State where business is or will be conducted under assumed name — list on reverse

If no business locations in New York State, check box

Corporation officer signature Arnold D. Lagergren  
Type name and office Arnold D. Lagergren, President

ACKNOWLEDGMENT (Must be completed)

New York County of Monroe ss.:  
I, George H. Gay, 1991 before me personally came Arnold D. Lagergren  
own, who being by me duly sworn, did depose and say that he/she is the President  
Dimension Technologies, Inc., the corporation described in the foregoing certificate, and acknowledged  
he executed the same by order of the Board of Directors of such corporation.

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George H. Gay  
Notary Public  
NOTARY PUBLIC, State of New York  
Monroe County  
Commission Expires 4/30/98

For Department of State use only  
Date filed \_\_\_\_\_

Filer's name Sutton, DeLeeuw, Clark & Darcy  
Filer's address 40-A Grove Street, Pittsford, New York 14534  
No. and Street City State Zip Code

K 960904000 328

N. I. S. - 27

**CERTIFICATE OF CHANGE**

**OF**

**DIMENSION TECHNOLOGIES INC.**

**UNDER SECTION 805-A OF THE BUSINESS CORPORATION LAW**

The undersigned, being the President and Secretary of Dimension Technologies Inc., hereby certify as follows:

1. The name of the corporation is ~~Dimension Technologies Inc.~~ The corporation was formed under the name Dimension Technologies Inc.

2. The Certificate of Incorporation was filed by the Department of State on March 27, 1986.

3. The Certificate of Incorporation is changed to change the post-office address to which the Secretary of State shall mail a copy of process against the corporation served upon him. To effectuate the change, paragraph "(5)" of the Certificate of Incorporation is amended to read as follows:

"(5) The Secretary of State of the State of New York is hereby designated as the agent of the corporation upon whom any process against it may be served; and the post-office address to which the Secretary of State shall mail a copy of process against it served upon him is:

Dimension Technologies Inc.  
315 Mt. Read Blvd.  
Rochester, New York 14611  
Attn: Arnold D. Lagergren"

4. This change to the Certificate of Incorporation was approved by the Unanimous Written Consent of the Board of Directors.

IN WITNESS WHEREOF, we have executed this Certificate of Change this 30<sup>th</sup> day of August, 1986, and affirm that the statements made herein are true under the penalties of perjury.

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Arnold D. Lagergren, President

  
Jesse B. Eichenlaub, Secretary

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*State of New York*  
*Department of State* } <sup>ss:</sup>

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

SEP 06 1996



A handwritten signature in cursive script, appearing to read "J. Clune", followed by a horizontal line extending to the right.

*Special Deputy Secretary of State*

DOS-1266 (5/96)

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