

EXHIBIT 3.1.2

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 313011

Richard K. ...
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB: 15-1816 (Rev. 00)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby state that:

1. The name of the corporation is: SEI Corporation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>680 Swedesford Road</u>	<u>Wayne</u>	<u>PA</u>	<u>19087</u>	
Number and Street	City	State	Zip	County

(b) c/o: _____	County
Name of Commercial Registered Office Provider	

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law, May 5, 1933, P.L. 364, as amended

4. The date of its incorporation is: November 18, 1969

5. (Check, and if appropriate complete, one of the following):

- The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
- The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

- The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b)
- The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

- The amendment adopted by the corporation, set forth in full, is as follows:
- The amendment adopted by the corporation as set forth in full in Exhibit A is attached hereto and made a part hereof.

(Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a
by authorized officer thereof this 21st day of May 1992.

SEI CORPORATION

(Name of Corporation)

BY: 

(Signature)

TITLE: William M. Doran, Secretary

92 MAY 21 AM 3:11

PA DEPT OF STATE

Exhibit A

ARTICLES AMENDMENT

RESOLVED, that Article V of the Company's Articles of Incorporation be amended to increase the number of authorized Shares from 20,000,000 to 40,000,000 and that Article V read in its entirety:

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is 40,060,000 shares, consisting of 60,000 shares of Series Preferred Stock of the par value of \$0.05 per share and 40,000,000 shares of Common Stock of the par value of 0.01 per share. The Board of Directors of the corporation shall have the full authority permitted by law to fix by resolution full, limited, multiple or fractional, or no voting rights and such designations, preferences, qualifications, privileges, limitations, options, conversion rights, and other special or relative rights of any class or any series of any class that may be desired. The shareholders of the corporation shall not have the right to accumulate their votes for the election of directors of the corporation.

Commonwealth of Pennsylvania

313011



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF AMENDMENT

evidencing the amendment and restatement of the Articles of Incorporation in their entirety of a business corporation organized under or subject to the provisions of that Law; and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

SEI CORPORATION

Henceforth The "Articles," as defined in Article I of the Business Corporation Law, shall not include any prior documents:

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 21st day of January in the year of our Lord one thousand nine hundred and eighty-three and of the Commonwealth the two hundred and seventh.

William L. Davis

Secretary of the Commonwealth

APPLICANT'S ACCT NO.

DSCB: BCL-806 (Rev. 9-72)

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Articles of
Amendment—
Domestic Business Corporation

(Line for numbering)
313011

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 21st day of January, 1983

Commonwealth of Pennsylvania
Department of State

William C. Davis
Secretary of the Commonwealth

(Box for Certification) pjd

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

SEI Corporation

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

680 East Swedesford Road

(NUMBER)

(STREET)

Wayne

(CITY)

Pennsylvania

19087

(ZIP CODE)

3. The statute by or under which it was incorporated is:

The Act of May 5, 1933, P.L. 364, known as the "Business Corporation Law."

The date of its incorporation is: November 18, 1968

5. (Check, and if appropriate, complete one of the following):

The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 18th day of January, 1983.

Place: The Barclay Hotel, Rittenhouse Square, Philadelphia, Pa.

Kind and period of notice Written notice of the meeting was given to shareholders not less than ten days before the date of the meeting.

The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

2,551,250 shares of Common Stock

(b) The number of shares entitled to vote was:

2,551,250 shares of Common Stock

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

The vote in favor of the amendment to Article Fifth of the Articles was 1,762,670 votes; The vote in favor of the amendment and restatement of the Articles was 1,713,204 votes.

(b) The number of shares voted against the amendment was:

The vote against the amendment to Article Fifth of the Articles was 30,503 votes; The vote against the amendment and restatement of the Articles was 117,425 votes.

8. The amendment adopted by the shareholders, set forth in full, is as follows:

1. That Article Fifth be amended to read in full as set forth in Article Fifth of the attached Rider A.
2. That the Articles of Incorporation be amended and restated to read in their entirety as set forth in the attached Rider A, which is incorporated herein by reference.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 20th day of January, 1993.

Attest:

William J. Moran
(SIGNATURE)

Secretary
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

By:

SEI Corporation
(NAME OF CORPORATION)
Comer
(SIGNATURE)
Eric J. P. ...
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- D. ~~If~~ the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- E. ~~If~~ the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).
- F. BCL §807 (15 F. S. §1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

Rider A

SEI CORPORATION
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation is SEI CORPORATION.

ARTICLE II

The location and post office address of its registered office in this Commonwealth is 680 East Swedesford Road, Wayne, Pennsylvania 19087.

ARTICLE III

The purpose or purposes for which the corporation is incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania are to engage in, and to do any lawful act concerning, any or all lawful business for which corporations may be incorporated under said Business Corporation Law, including, but not limited to, manufacturing, processing, owning, using and dealing in personal property of every class and description, engaging in research and development, furnishing services, and acquiring, owning, using and disposing of real property of any nature whatsoever.

ARTICLE IV

The term for which the corporation is to exist is perpetual.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is 20,060,000 shares, consisting of 60,000 shares of Series Preferred Stock of the par value of \$0.05 per share and 20,000,000 shares of Common Stock of the par value of \$0.01 per share. The board of directors of the corporation shall have the full authority permitted by law to fix by resolution full, limited, multiple or fractional, or no voting rights and such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights, and other special or relative rights of any class or any series of any class that may be desired. The shareholders of the corporation shall not have the right to accumulate their votes for the election of directors of the corporation.

ARTICLE VI

(a) Board of Directors

(1) Number; Classification. The Board of Directors of the Corporation shall consist of such number of directors as shall be fixed from time to time by resolution of the Board adopted by a vote of three-quarters of the entire Board of Directors. Effective with the annual meeting of shareholders of the corporation held in 1983, the Board of Directors shall be divided into three classes, which shall be as nearly equal in number as possible. Directors of each class shall serve for a term of three years and until their successors shall have been elected and qualified. The three initial classes of directors, to be elected at the annual meeting of shareholders in 1983, shall be comprised as follows:

Class I shall be comprised of directors who shall serve until the annual meeting of Shareholders in 1984 and until their successors shall have been elected and qualified.

Class II shall be comprised of directors who shall serve until the annual meeting of Shareholders in 1985 and until their successors shall have been elected and qualified.

Class III shall be comprised of directors who shall serve until the annual meeting of Shareholders in 1986 and until their successors shall have been elected and qualified.

(2) Vacancies. A person shall be appointed or elected a director of the corporation to fill a vacancy in the Board of Directors (including any vacancy resulting from any increase in the authorized number of directors) only by a vote of a majority of the entire Board of Directors, and any director so elected shall hold office until the next election of the class for which such director shall have been elected and until a successor shall have been elected and qualified.

(3) Removal of Directors. Directors of the corporation may be removed without cause by vote of the shareholders only if authorized in the manner provided in Paragraph (b) of this Article. No decrease or increase in the size of the Board shall shorten or otherwise affect the term of any incumbent director.

(b) Shareholder Authorization of Corporate Transactions

(1) Shareholder Authorization of Corporate Action Recommended by Management. Except as provided in Paragraph (d) hereof, whenever any corporate action, other than the election of directors, is to be taken by vote of the shareholders on recommendation of a vote of three-quarters of the entire Board of Directors, the proposed

corporate action, including a Fundamental Transaction (hereinafter defined), shall be authorized upon receiving the minimum vote required for the authorization of such action by statute, after taking into account the express terms of any class or any series of any class of shares of the corporation with respect to such vote.

(2) Shareholder Authorization of Other Corporate Action. Except as provided in Subparagraph (1) of this Paragraph (b) or in Paragraph (d) hereof, whenever any corporate action, other than the election of directors, is to be taken by vote of the shareholders, the proposed corporate action, including a Fundamental Transaction, shall be authorized only upon receiving at least three-quarters of the vote which all shareholders, voting as a single class, are entitled to cast thereon and, in addition, the affirmative vote of the number or proportion of shares of any class or any series of any class of shares of the Corporation, if any, as shall at the time be required by the express terms of any such class or series of shares of the Corporation.

(c) Fundamental Transaction Defined.

For the purposes of this Article VI, the term "Fundamental Transaction" shall mean:

(1) Any of the following, if such action is effected by vote of the shareholders: amendment of the Articles of Incorporation; adoption, amendment or repeal of the By-laws; a change in the number of directors constituting the entire Board of Directors; or removal of one or more directors; or

(2) Any of the following, if any such transaction requires the approval of the shareholders under the Articles of Incorporation of the corporation as then in effect or the Business Corporation Law as then in effect with respect to the corporation: the sale, lease, exchange or other disposition of all or substantially all of the assets of the corporation; the issuance in a single or one or more related transactions of voting shares of the corporation sufficient to elect a majority of the directors of the corporation or any class of directors; or the merger, consolidation, division, reorganization, recapitalization, dissolution, liquidation or winding up of the corporation.

(d) Business Combinations with Majority Shareholders.

(1) 95% Required Vote. Except as provided in Subparagraph (2) hereof, the affirmative vote of at least 95% of the vote which all shareholders, voting as a single class, are entitled to cast thereon and, in addition, the affirmative vote of the number or proportion of shares of any class or series of any class of shares of the corporation, if any, as shall at the time be required by the express terms of any such class or series, shall be required to approve any of

the following transactions ("Business Combinations") which occur within one year of the date the Majority Shareholder involved in the Business Combination first became a Majority Shareholder:

(A) any merger or consolidation of this corporation or any subsidiary thereof with or into (i) any Majority Shareholder or (ii) any other corporation which after such merger or consolidation, would be an Affiliate (hereinafter defined) of a Majority Shareholder, or

(B) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of related transactions) to or with any Majority Shareholder of any substantial part (hereinafter defined) of the assets of this corporation or any subsidiary thereof, or

(C) the issuance or transfer by this corporation or by any subsidiary thereof (in one transaction or series of related transactions) of any equity securities, or rights with respect to equity securities, of this corporation or any subsidiary thereof to any Majority Shareholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate fair market value of \$5,000,000 or more, except in the course of a public offering when such securities are issued to a Majority Shareholder who is an underwriter in such offering primarily for resale, or

(D) the adoption of any plan or proposal for the liquidation or dissolution of this corporation if, as of the record date for the determination of shareholders entitled to notice thereof and to vote thereon, any person shall be a Majority Shareholder, or

(E) any reclassification of securities (including any reverse stock split) or recapitalization of this corporation, or any reorganization, merger or consolidation of this corporation with any of its subsidiaries or any similar transaction (whether or not with or into or otherwise involving a Majority Shareholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding securities of any class of equity securities of this corporation or any subsidiary which is directly or indirectly beneficially owned (as hereinafter defined) by any Majority Shareholder.

(2) Exceptions to 95% Required Vote. Subparagraph (d)(1) of this Article VI shall not apply to a Business Combination if either (A) the Business Combination is approved by a vote of three-quarters of the then members of the Board of Directors who held such office prior to the time the Majority Shareholder became a Majority Shareholder, or (B) the Majority Shareholder shall have complied with the provisions of Subparagraph (d)(3) of this

of this Article VI and all other shareholders of the corporation shall have been given a reasonable opportunity, immediately before the consummation of the Business Combination, to have all of their shares of common stock of the corporation purchased for cash or other consideration, the per share fair market value of which will not, at the time the Business Combination is effected, be less than the greater of (i) the highest price per share (including brokerage commissions, soliciting dealers fees and all other expenses) paid by the Majority Shareholder in acquiring any of its shares of common stock of the Company, or (ii) an amount which bears the same or a greater percentage relationship to the market price of the corporation's common stock immediately prior to the announcement of the Business Combination as the highest per share price paid in (i) above bore to the market price of this corporation's common stock immediately prior to the commencement of acquisition of this corporation's common stock by such Majority Shareholder.

(3) Restrictions on Corporate Action. Without the approval of three-quarters of the then members of the Board of Directors who held such office prior to the time the Majority Shareholder became a Majority Shareholder, a Majority Shareholder, after the time it became such, seeking to comply with clause (B) of Subparagraph (d) (2) of this Article VI shall not have (i) made any material change in the corporation's business or capital structure, (ii) received the benefit directly or indirectly (except proportionately as a shareholder) of any loans, advances, guarantees, pledges or other financial assistance provided by this corporation, (iii) made, caused or brought about, directly or indirectly, any change in the corporation's Articles or By-laws or in the membership of the corporation's Board of Directors or any committee thereof, or (iv) acquired any newly issued or treasury shares of the corporation's capital stock directly or indirectly from the corporation (except upon conversion of convertible securities or as a result of a pro rata share dividend or share split).

(4) Certain Definitions. The following terms when used herein shall have the meanings set forth below:

(A) The term "Majority Shareholder" shall mean any person, corporation or other entity, together with any other entity with which it or its Affiliate or Associate (hereinafter defined) has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of capital stock of the corporation or which is its Affiliate or Associate, which holds immediately prior to any Business Combination more than 50% of the outstanding shares of capital stock of the Company entitled to vote in the election of directors generally.

(B) The terms "Affiliate" and "Associate" shall have the meaning ascribed thereto in Rule 12b-2 promulgated under the Securities Exchange Act of 1934 in effect of December 1, 1982.

(C) The term "beneficial ownership" shall have the meaning ascribed thereto in Rule 13d-3 promulgated under the Securities Exchange Act of 1934 in effect on December 1, 1982.

(D) The term "substantial part" shall mean assets having a book value in excess of 10% of the book value of the total consolidated assets of this corporation at the end of its most recent fiscal year ending prior to the time the determination is made, all determined in accordance with generally accepted accounting principles.

(5) Amendments. This Paragraph (d) of this Article VI shall not be amended, modified or repealed in any manner, directly or indirectly, except by (i) the approval of 95% of the vote which all shareholders, voting as a single class, are entitled to cast thereon and, in addition, the affirmative vote of any class of shares of the corporation, if any, as shall at the time be required by the express terms of any such class or series, or (ii) the approval of three-quarters of the then members of the Board of Directors (provided, however, that if at the time of such amendment there shall then be a Majority Shareholder and such amendment shall be proposed within one year after such shareholder became a Majority Shareholder, then three-quarters of the then members of the Board of Directors who were members immediately prior to the time such Majority Shareholder became a Majority Shareholder) and the minimum shareholder approval required by statute for such amendment.

(e) By-law and Series Preferred Stock Provisions. The provisions of Paragraphs (a), (b) and (d) of this Article VI shall be subject to the express terms of any class or series of any class of series preferred stock of the Corporation. The By-laws of this corporation shall not contain any provisions inconsistent with this Article VI.

ARTICLE VII

The shareholders of the corporation shall have no preemptive rights.

ARTICLE VIII

Subject to the provisions of Article VI hereof, the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308, NORTH OFFICE BUILDING
HARRISBURG, PENNSYLVANIA 17120

OCTOBER 03, 1989

SEI CORPORATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SECRETARY OF THE COMMONWEALTH'S SIGNATURE, INDICATING YOUR EFFECTIVE DATE OF FILING. UNDER CURRENT LAW, CERTIFICATES ARE NO LONGER REQUIRED TO BE ISSUED. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

ENTITY NUMBER: 0313011

MICROFILM NUMBER: 08968

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MORGAN LEWIS & BOCKIUS ESQS
COUNTER

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STATEMENT WITH RESPECT TO
CONTINUATION OF PROCEDURE*Christopher A. Lewis*
Secretary of the CommonwealthPursuant to Section 107(b) of the
General Association Act of 1988

Alfred P. West, Jr., a qualified shareholder of SEI Corporation, a Pennsylvania registered corporation as defined in Section 103 of the act of December 21, 1988 (P.L. 1444, No. 177), known as the General Association Act of 1988 (the "Act"), which Section 103 is codified at 15 Pl.c. C.S. §2502, desiring to file in the Department of State of the Commonwealth of Pennsylvania a statement with respect to continuation of procedure pursuant to Section 107(b) of the Act hereby states:

(1) The name of the corporation is SEI Corporation.

(2) The following three paragraphs setting forth existing procedures of the corporation shall be added to the Articles of Incorporation of the corporation, effective upon the general effective date of the Act, as provided in Section 107 (c) of the Act, and shall appear as a new Article IX:


On the petition of a qualified shareholder, as defined in section 107(f) of the General Association Act of 1988, which petition shall be directed to, and filed with the board of directors, the entire board of directors, or a class of the board, where the board is classified with respect to the power to elect directors (which term includes directors elected for terms of more than one year and directors elected by holders of specified classes or series of shares), or any individual director may be removed from office without assigning any cause by the vote of shareholders entitled to cast at least a majority of the votes which all shareholders would be entitled to cast at any annual election of directors or of such class of directors.

Special meetings of the shareholders may be called at any time by a qualified shareholder as defined in Section 107(f) of the General Association Act of 1988.

Every amendment to the articles shall be proposed by either the board of directors by the adoption of a resolution setting forth the proposed amendment or by petition of any qualified shareholder as defined in Section 107(f) of the General Association Act of 1988, setting forth the proposed amendment, which petition shall be directed to, and filed with, the board of directors.

(3) Alfred P. West, Jr., the person executing this statement with respect to continuation of procedure, is a qualified shareholder of the corporation as defined in Section 107(f) of the Act.

IN WITNESS WHEREOF, the undersigned has executed this statement with respect to continuation of procedure this 28th day of September, 1989.



Alfred P. West, Jr.

APPLICANT'S ACCT NO.

CB:BCL-602 (Rev. 8-72)

Filing Fee: \$48
AB-2
Statement Affecting Class
or Series of Shares—
Domestic Business Corporation

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this JAN 12 day of 1989 19__

Commonwealth of Pennsylvania
Department of State


Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 602 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1602), the undersigned corporation, desiring to state the voting rights, designations, preferences, qualifications, privileges, limitations, options, conversion rights, and other special rights, if any, of a class or series of a class of its shares, hereby certifies that:

1. The name of the corporation is:
SEI CORPORATION

2. (Check and complete one of the following):

The resolution establishing and designating the class or series of shares and fixing and determining the relative rights and preferences thereof, set forth in full, is as follows:

The resolution establishing and designating the class or series of shares and fixing and determining the relative rights and preferences thereof is set forth in full in Exhibit A attached hereto and made a part hereof.

3. The aggregate number of shares of such class or series established and designated by (a) such resolution, (b) all prior statements, if any, filed under the Business Corporation Law with respect thereto, and (c) any other provision of the Articles is 50,000 shares.

(Check and complete one of the following):

The resolution was adopted by the Board of Directors of the corporation at a duly called meeting held on the 19th day of December, 1988.

The resolution was adopted by a consent or consents in writing dated the _____ day of _____, 19____, signed by all of the Directors of the corporation and filed with the Secretary of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this Fifth day of January, 1989

SEI CORPORATION

(NAME OF CORPORATION)

By:

Carl A. Gorman

(SIGNATURE)

Sr. Vice-President and General Counsel

(TITLE, PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

SA [Signature]

(SIGNATURE)

Assistant Secretary

(TITLE SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

RECEIVED
89 JAN 12 AM 11:43
DEPT. OF STATE

RESOLUTION OF THE BOARD OF DIRECTORS OF
SEI CORPORATION
ESTABLISHING AND DESIGNATING
SERIES A JUNIOR PARTICIPATING PREFERRED SHARES
AS A SERIES OF THE SERIES PREFERRED STOCK

RESOLVED, that pursuant to the authority expressly vested in the Board of Directors of SEI Corporation (the "Corporation") by Article FIFTH of the Articles of the Corporation, the Board of Directors hereby fixes and determines the voting rights; designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights and other special or relative rights of the first series of the Series Preferred Stock, par value \$1.00 per share, which shall consist of 50,000 shares and shall be designated as Series A Junior Participating Preferred Shares (the "Series A Preferred Shares").

Special Terms of the Series A Preferred Shares

Section 1. Dividends and Distributions.

(a) The rate of dividends payable per share of Series A Preferred Shares on the first day of January, April, July and October in each year or such other quarterly payment date as shall be specified by the Board of Directors (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of the Series A Preferred Shares, shall be (rounded to the nearest cent) equal to the greater of (i) \$1.50 or (ii) subject to the provision for adjustment hereinafter set forth, 400 times the aggregate per share amount of all cash dividends, and 400 times the aggregate per share amount (payable in cash, based upon the fair market value at the time the non-cash dividend or other distribution is declared or paid as determined in good faith by the Board of Directors) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock, \$.01 par value, of the Corporation since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of the Series A Preferred Shares. Dividends on the Series A Preferred Shares shall be paid out of funds legally available for such purpose. In the event the Corporation shall at any time after December 19, 1988 (the "Rights

Declaration Date") (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding shares of Common Stock, or (iii) combine the outstanding shares of Common Stock into a smaller number of shares, then in each such case the amounts to which holders of Series A Preferred Shares were entitled immediately prior to such event under clause (ii) of the preceding sentence shall be adjusted by multiplying each such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) Dividends shall begin to accrue and be cumulative on outstanding Series A Preferred Shares from the Quarterly Dividend Payment Date next preceding the date of issue of such Series A Preferred Shares, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of Series A Preferred Shares entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the Series A Preferred Shares in an amount less than the total amount of such 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.

Section 2. Voting Rights. In addition to any other voting rights required by law, the holders of Series A Preferred Shares shall have the following voting rights:

(a) Subject to the provision for adjustment hereinafter set forth, each Series A Preferred Share shall entitle the holder thereof to 400 votes on all matters submitted to a vote of the shareholders of the Corporation. In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding shares of Common Stock, or (iii) combine the outstanding shares of Common Stock into a smaller number of shares, then in each such case the number of votes per share to which holders of Series A Preferred Shares were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding

immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) In the event that dividends upon the Series A Preferred Shares shall be in arrears to an amount equal to six full quarterly dividends thereon, the holders of such Series A Preferred Shares shall become entitled to the extent hereinafter provided to vote noncumulatively at all elections of directors of the Corporation, and to receive notice of all shareholders' meetings to be held for such purpose. At such meetings, to the extent that directors are being elected, the holders of such Series A Preferred Shares voting as a class shall be entitled solely to elect two members of the Board of Directors of the Corporation; and all other directors of the Corporation shall be elected by the other shareholders of the Corporation entitled to vote in the election of directors. Such voting rights of the holders of such Series A Preferred Shares shall continue until all accumulated and unpaid dividends thereon shall have been paid or funds sufficient therefor set aside, whereupon all such voting rights of the holders of shares of such series shall cease, subject to being again revived from time to time upon the reoccurrence of the conditions above described as giving rise thereto.

At any time when such right to elect directors separately as a class shall have so vested, the Corporation may, and upon the written request of the holders of record of not less than 20% of the then outstanding total number of shares of all the Series A Preferred Shares having the right to elect directors in such circumstances shall, call a special meeting of holders of such Series A Preferred Shares for the election of directors. In the case of such a written request, such special meeting shall be held within 90 days after the delivery of such request, and, in either case, at the place and upon the notice provided by law and in the By-laws of the Corporation; provided, that the Corporation shall not be required to call such a special meeting if such request is received less than 120 days before the date fixed for the next ensuing annual or special meeting of shareholders of the Corporation. Upon the mailing of the notice of such special meeting to the holders of such Series A Preferred Shares, or, if no such meeting be held, then upon the mailing of the notice of the next annual or special meeting of shareholders for the election of directors, the number of directors of the Corporation shall, ipso facto, be increased to the extent, but only to the extent, necessary to provide sufficient vacancies to enable the holders of such Series A Preferred Shares to elect the two directors hereinabove provided for, and all such vacancies shall be filled only by vote of the holders of such Series A Preferred Shares as hereinabove provided. Whenever the number of

directors of the Corporation shall have been increased, the number as so increased may thereafter be further increased or decreased in such manner as may be permitted by the By-laws and without the vote of the holders of Series A Preferred Shares, provided that no such action shall impair the right of the holders of Series A Preferred Shares to elect and to be represented by two directors as herein provided.

So long as the holders of Series A Preferred Shares are entitled hereunder to voting rights, any vacancy in the Board of Directors caused by the death or resignation of any director elected by the holders of Series A Preferred Shares, shall, until the next meeting of shareholders for the election of directors, in each case be filled by the remaining director elected by the holders of Series A Preferred Shares having the right to elect directors in such circumstances.

Upon termination of the voting rights of the holders of any series of Series A Preferred Shares the terms of office of all persons who shall have been elected directors of the Corporation by vote of the holders of Series A Preferred Shares or by a director elected by such holders shall forthwith terminate.

(c) Except as otherwise provided herein, in the articles of the Corporation or by law, the holders of Series A Preferred Shares and the holders of Common Stock (and the holders of shares of any other series or class entitled to vote thereon) shall vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

Section 3. Reacquired Shares. Any Series A Preferred Shares 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 Series Preferred Stock and may be reissued as part of a new series of Series Preferred Stock to be created by resolution or resolutions of the Board of Directors.

Section 4. Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Series A Preferred Shares shall be entitled to receive the greater of (a) \$1.00 per share, plus accrued dividends to the date of distribution, whether or not earned or declared, or (b) an amount per share, subject to the provision for adjustment hereinafter set forth, equal to 400 times the aggregate amount to be distributed per share to holders of Common Stock. In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii)

subdivide the outstanding shares of Common Stock, or (iii) combine the outstanding shares of Common Stock into a smaller number of shares, then in each such case the amount to which holders of Series A Preferred Shares were entitled immediately prior to such event pursuant to clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 5. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the Series A Preferred Shares shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 400 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding shares of Common Stock, or (iii) combine the outstanding shares of Common Stock into a smaller number of shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Preferred Shares shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 6. No Redemption. The Series A Preferred Shares shall not be redeemable.

Section 7. Ranking. The Series A Preferred Shares shall rank junior to all other series of the Corporation's Series Preferred Stock as to the payment of dividends and the distribution of assets, unless the terms of any such series shall provide otherwise.

Section 8. Fractional Shares. Series A Preferred Shares may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Preferred Shares.