I. Change in Number of Shares Outstanding
Indicate any change (increase or decrease) of five percent or more in the number of shares outstanding:

1. Title of security  Common Stock  
2. Number of shares outstanding before the change  23,507,000  
3. Number of shares outstanding after the change  47,070,000  
4. Effective date of change  October 28, 1994  
5. Method of change  Two-for-one stock split  

Specify method (such as merger, acquisition, exchange, distribution, stock split, reverse split, acquisition of stock for treasury, etc.)  Stock dividend 

Give brief description of transaction  On October 13, 1994, the stockholders approved an amendment to the Registrant's Certificate of Incorporation. Such amendment was filed with the Delaware Secretary of State on October 14, 1994. The stock split was effected in the form of a stock dividend which was paid on October 28, 1994.

II. Change in Name of Issuer

1. Name prior to change  
2. Name after change  
3. Effective date of charter amendment changing name  
4. Date of shareholder approval of change, if required  

11/1/94  /s/ Sandra D. Marin  Sandra D. Marin, Vice President, General Counsel and Corporate Secretary