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