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SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



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DEPT OF STATE
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Amended
Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF

THE DIAL CORP

INCORPORATED UNDER THE LAWS OF THE STATE OF Delaware HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE TO TRANSACT ALL BUSINESS IN ILLINOIS UNDER THE ASSUMED NAME OF

THE DIAL CORP OF DELAWARE

AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D., 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

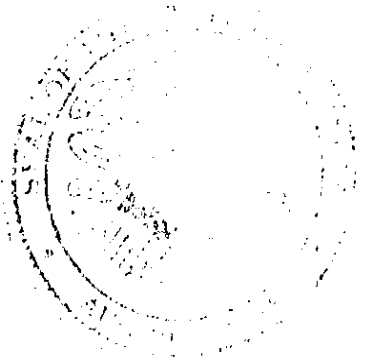
In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 29th

day of May A.D. 1992 and

of the Independence of the United States

the two hundred and 16th



George H Ryan
SECRETARY OF STATE

Handwritten initials/signature

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Property of Cook County Clerk's Office

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Form **BCA-4.15/4.20**

(Rev. Jul 1984)

APPLICATION TO ADOPT, CHANGE OR CANCEL, AN ASSUMED CORPORATE NAME

File # 5070-921-5

George H Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED

MAY 29 1992

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 5/29/92

Filing Fee 102.50

Approved [Signature]

Remit payment in check or money order, payable to "Secretary of State"

- CORPORATE NAME THE DIAL CORP
- State or Country of Incorporation Delaware
- Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): February 7, 19 92
(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
- The corporation intends to adopt and to transact business under the assumed corporate name of:
THE DIAL CORP OF DELAWARE
- The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until February 1, 19 95, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
(Complete No. 6 if changing or cancelling an assumed corporate name.)
- The corporation intends to cease transacting business under the assumed corporate name of:
- The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated 5-29, 19 92

attested by Carol Kotek
(Signature of Secretary or Assistant Secretary)

Carol Kotek, Asst. Secretary
(Type or Print Name and Title)

THE DIAL CORP
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

H. Gene Lemon, Vice President
(Type or Print Name and Title)

NOTE: The filing fee to adopt or to change an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.
The fee for cancelling an assumed corporate name is \$5.00

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Form **BCA-13.40**
(Rev Jan 1991)

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

File # 5670-921-5

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED

MAY 29 1992

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 5/29/92

Filing Fee \$ 25.00

Approved [Signature]

1 (a) CORPORATE NAME: THE NEW DIAL CORP.

(b) and, if change of name, NEW CORPORATE NAME: THE DIAL CORP

AND THE DIAL CORP OF DELAWARE UNO

2 (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: December 16, 1991

(c) Period of Duration: Perpetual

3 (a) Address of principal office, wherever located: (b) Address of principal office in Illinois:

1850 N. Central Ave.

Phoenix, AZ 85077

4 Name and address of registered agent and registered office in Illinois:

Registered Agent: C T Corporation System 52330144
First Name Middle Initial Last name

Registered Office: 208 S. La Salle St.
Number Street Suite #

Chicago, IL 60604
City Zip Code Cook County

5 States and countries in which corporation is admitted or qualified to transact business:
Now qualified in 25 other states and 7 Canadian provinces.
Concurrently qualifying in Alaabama, Vermont and The District of Columbia.

6 Names and residential addresses of officers and directors:

	Name	Number & Street	City	State	Zip Code
President	See attached list				
Secretary					
Director					
Director					
Director					

If more than three, attach list

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7. Purpose or purposes proposed to be pursued in transacting business in this State
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware and permitted under the Illinois Business Corporations Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	-	\$1.50	200,000,000	40,779,537
Preferred	\$4.75	without par	442,352	400,352
Preferred	-	\$0.01	5,000,000	-0-
Junior Participating Preferred	-	\$0.01	2,000,000	-0-

9. Paid-in Capital: 424,002,009

("Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. This application is accompanied by a copy of the Articles of Amendment to the Articles of Incorporation. If any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or county wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

11. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated November 13, 1993

THE DIAL CORP

(Exact Name of Corporation)

attested by

Carol Kotek

(Signature of Secretary or Assistant Secretary)

Carol Kotek, Asst. Secretary

(Type or Print Name and Title)

by

[Signature]

(Signature of President or Vice President)

F. G. Emerson, Vice President

(Type or Print Name and Title)

RECORDING DESK
BOX 170

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THE DIAL CORP

(Incorporated in Delaware on December 16, 1991)

Dial Tower
Phoenix, AZ 85077 (602) 207-6958 (602) 207-4000

NAME	TITLE	ADDRESS	TELEFAX	TELEPHONE
OFFICERS				
John W. Teets	Chairman, President and Chief Executive Officer	Dial Tower Phoenix, AZ 85077-2420	(602) 207-5602	(602) 207-6060
Ermo S. Bartoletti	Vice President-Internal Auditing	Dial Tower Phoenix, AZ 85077-2027	(602) 207-5868	(602) 207-6082
Eugene W. Bronski	Vice President-Mergers and Acquisitions	Dial Tower Phoenix, AZ 85077-2045	(602) 207-5547	(602) 207-6080
James T. Corcoran	Vice President-Government Affairs	2000 "K" St., N.W., Suite 203 Washington, D.C. 20006	(202) 429-5565	(202) 223-8630
Frederick G. Emerson	Vice President and Secretary	Dial Tower Phoenix, AZ 85077-2427	(602) 207-5602	(602) 207-5627
Armen Ervanian	Vice President-Real Estate	Dial Tower Phoenix, AZ 85077-2109	(602) 207-2041	(602) 207-5629
Joan F. Ingalls	Vice President-Human Resources	Dial Tower Phoenix, AZ 85077-2142	(602) 207-5455	(602) 207-6530
F. Edward Lake	Vice President-Finance	Dial Tower Phoenix, AZ 85077-2348	(602) 207-5100	(602) 207-5657
Robert A. Lang	Vice President-Facilities	Dial Tower Phoenix, AZ 85077-2150	(602) 207-5455	(602) 207-5809
L. Gene Lemon	Vice President and General Counsel	Dial Tower Phoenix, AZ 85077-2212	(602) 207-5480	(602) 207-5732
Ronald G. Nelson	Vice President-Treasurer	Dial Tower Phoenix, AZ 85077-2343	(602) 207-2633	(602) 207-5622
William H. Peltier	Vice President-Public Relations and Advertising	Dial Tower Phoenix, AZ 85077-2452	(602) 207-5900	(602) 207-5812
Arthur L. Rodriguez	Vice President-Insurance	Dial Tower Phoenix, AZ 85077-2123	(602) 207-5052	(602) 207-5419
Richard C. Stephan	Vice President-Controller	Dial Tower Phoenix, AZ 85077-2315	(602) 207-5665	(602) 207-5700
Richard B. Zoller	Vice President-Investments	Dial Tower Phoenix, AZ 85077-2346	(602) 207-5100	(602) 207-5659
Peter J. Novak	General Solicitor	Dial Tower Phoenix, AZ 85077-2212	(602) 207-5480	(602) 207-5731
Narottam K. Bhandari	Assistant Treasurer	Dial Tower Phoenix, AZ 85077-2342	(602) 207-2633	(602) 207-5612
Michael J. Brown	Assistant Controller	Dial Tower Phoenix, AZ 85077-2320	(602) 207-5665	(602) 207-5687
Carol Kotek	Assistant Secretary	Dial Tower Phoenix, AZ 85077-2427	(602) 207-5602	(602) 207-5681
James M. Lutherland	Assistant Secretary	Dial Tower Phoenix, AZ 85077-2249	(602) 207-5480	(602) 207-5729

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THE DIAL CORP (continued)

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NAME	TITLE	ADDRESS	ZIP	TELEPHONE
DIRECTORS				
James E. Cunningham	Director	5552 Highway 98 E, Suite A Destin, FL	32541	(904) 267-3337
Joe T. Ford	Director	ALLTEL Corporation One Allied Dr., P. O. Box 2177 Little Rock, AR	72203	(501) 661-8112
Daniel E. Gill	Director	Bausch & Lomb Incorporated One Lincoln First Sq. P.O. Box 54, Rochester, NY	14601	(716) 338-5468
Donald E. Gunn	Director	Pacific Telesis Group Pacific Telesis Center 130 Kearny St., 37th Fl. San Francisco, CA	94108	(415) 394-3388
Jess Hay	Director	Lomas Financial Corporation P.O. Box 655644, Dallas, TX	75265-5644	(214) 879-5500
Judith K. Hofer	Director	Meier & Frank 621 S.W. Fifth Ave., Portland, OR	97204	(503) 241-5767
John H. Johnson	Director	Johnson Publishing Company, Inc. 820 S. Michigan Ave., Chicago, IL	60605	(312) 322-9220
Allen E. Paulson	Director	Upstream Aerospace Corporation P.O. Box 2206, Savannah, GA	31402-2206	(912) 964-3200
Jack F. Reichen	Director	Brunswick Corporation One Brunswick Plaza, Skokie, IL	60077	(708) 470-4761
Dennis C. Stanfill	Director	MGM-UA 10000 W. Washington Blvd. Culver City, CA	90232	(310) 290-6000
Robert P. Straetz	Director	Textron Inc. 40 Westminster St. Providence, RI	02903	(401) 421-2800
John W. Teets	Director	The Dial Corp Dial Tower, Phoenix, AZ	85077-2120	(602) 207-6060
A. Thomas Young	Director	Martin Marietta Corporation 6801 Rockledge Dr. Bethesda, MD	20817	(301) 897-6105

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