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5. A	PPROVAL OF AN AMENDMEN	T TO THE RESTATED CERTIFIC	CATE OF INCORPORATION TO I	DECLASSIFY THE	BOARD OF DIRECTO	ORS AND				
PROVIDE FOR ANNUAL ELECTION OF DIRECTORS.										
rs a Mrelassiroo conditione Bodrd of Dir										
The amendment to the Restated Certificate of Incorporation to declassify the Board of Directors and provMOR										