

RESTATED CERTIFICATE OF INCORPORATION
OF
VOLT INFORMATION SCIENCES, INC.

UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

We, the undersigned, William Shaw and Howard B. Weinreich, being respectively the President and Assistant Secretary of Volt Information Sciences, Inc., hereby certify:

1. The name of the Corporation is Volt Information Sciences, Inc. The name under which the Corporation was formed is Volt Technical Corp.
2. The Certification of Incorporation was filed in the Office of the Department of State of New York on March 6, 1957.
3. The Certificate of Incorporation as amended is hereby restated as authorized by Section 807 (b) (4) of the Business Corporation Law to restate the text of the Certificate of Incorporation without amendment or change, except that Article FOURTH (b) is amended in accordance with Section 502 of the Business Corporation Law to revoke the designation of the Class A Convertible Preferred Stock, \$1.00 par value, and to restore all such shares to their status as authorized but unissued shares of Preferred Stock having a par value of \$1.00 per share, and to restate the text of the Certificate of Incorporation to read as herein set forth in full:

FIRST: The name of the Corporation is VOLT INFORMATION SCIENCES, INC.

SECOND: The purposes of the Corporation are as follows:

- (a) To provide technical assistance in drafting, design, installations, repair, development and production of mechanical, electrical, electronics, nuclear and chemical fields, and to render a general consultive service in the foregoing and allied fields; to devise, design, manufacture, deal in install, and maintain, service and repair electrical, electronic, mechanical and other machinery, equipment, tools, instruments and weapons; to prepare, edit and publish technical and other literature, plans and drawings.

- (b) To provide to others personnel to perform any of the functions, services or activities which this corporation may

perform or engage in pursuant to its Certificate of Incorporation as from time to time amended.

repair, (c) To manufacture, construct, install, prepare, assemble, alter, improve and otherwise work on and to purchase and otherwise acquire, hold, use, maintain, operate, rent, exchange, distribute, sell, and otherwise dispose of, and to handle, market, store, import, export, deal and trade in and machinery, with electrical, electronic and mechanical devices, apparatuses, equipment, products and supplies, control systems, heating machines, wiring circuits, fixtures, connectors, motors

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apparatuses, and appliances of every kind and description, and the component parts thereof, and all other fixtures, equipment, appliances, engines, accessories, machinery, tools, the products, and articles designed or intended to be used for electrical purposes of producing, creating, generating, accumulating, supplying, conducting, or transmitting electricity, and energy and impulses, heat, cold, air, light, power, sound, pictures and images; to make, enter into and perform either singly or jointly with others, and to subcontract, give and let out agreements to do or perform any of the foregoing and to do all other acts and things incidental or related to or connected with the foregoing.

managerial (d) To render advisory, investigatory, supervisory and services to any person, corporation, trust, firm, public authority or organization of any kind.

mortgage, (e) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and and merchandise and real and personal property of every class issuer, description, and the securities and obligations of any whether or not incorporated.

engage (f) To conduct studies and research and development, and to in any other activity relating to the development, application, and dissemination of information concerning

science, technology, and other fields of endeavor.

- (g) To acquire by purchase, subscription or otherwise all or part of any interest in the property, assets, business, or good will of any corporation, association, firm, or individual to dispose of, or otherwise deal with such property, assets, business or good will.
- (h) To engage in any similar activity which may promote the interests of the corporation, or enhance the value of its property, to the fullest extent permitted by law.
- (i) For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers now or hereafter conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said Law, or in accordance with the provisions of any other statute of the State of New York.

THIRD: The amount of the capital stock is \$3,500,000.

FOURTH: (a) The aggregate number of shares which the corporation is authorized to issue is 30,500,000 shares consisting of:

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- (1) 30,000,000 shares of Common Stock having a par value of \$.10 per share; and
 - (2) 500,000 shares of Preferred Stock having a par value of \$1.00 per share.
- (b) The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this subsection (b), to provide for the issuance of the preferred shares in series, and by filing a certificate pursuant to the Business Corporation Law, to establish the number of shares to be included in each such series, and to fix the designation, relative rights, preferences and limitations of the shares of each such series. The authority of the Board with respect to each series shall include, but not be limited to,

determination of the following:

- the
- whether
- if
- privileges,
- the
- amount
- of
- limitations
- (1) The number of shares constituting that series and distinctive designation of that series;
 - (2) The dividend rate on the shares of that series, dividends shall be cumulative, and if so, from which date or dates;
 - (3) Whether that series shall have voting rights, in addition to the voting rights provided by law, and so, the terms of such voting rights;
 - (4) Whether that series shall have conversion and, if so, the terms and conditions of such conversion, including provision for adjustment of conversion rate in such events as the Board of Directors shall determine;
 - (5) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which may vary under different conditions and at different redemption dates;
 - (6) The rights of the shares of that series in the event voluntary or involuntary liquidation, dissolution or winding up of the corporation;
 - (7) Any other relative rights, preferences and of that series.

shall

(c) Dividends on outstanding preferred shares shall be declared and paid, or set apart for payment, before any dividends be declared and paid,

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or set apart for payment, on the common shares with respect to the same dividend period.

other

FIFTH: No shareholder of this corporation shall, because of his ownership or holding of stock of any class have a preemptive or

any right to purchase, subscribe for, or take any part of any shares of
class of stock or any part of any notes, debentures, bonds or other
securities convertible into or carrying options or warrants to
purchase shares of any class of stock of this corporation issued, optioned,
or sold by it after its incorporation, whether now or hereafter
authorized and whether or not the issuance of any such shares or such notes,
debentures, bonds, or other securities would adversely affect the
dividend or voting rights of such shareholders. Any part of the
capital stock and any part of the notes, debentures, bonds, or other
securities convertible into or carrying options or warrants to purchase shares
of stock of this corporation authorized by this Certificate of
Incorporation or by an amended certificate duly filed, may at any
time be issued, optioned for sale, and sold or disposed of by this
corporation pursuant to resolution of its Board of Directors to such
persons and upon such terms as may to such Board seem proper without
existing first offering such stock or securities or any part thereof to
shareholders.

SIXTH: The office of the corporation is located in the City of New
York, County of New York, State of New York.

SEVENTH: The Secretary of State of the State of New York is
designated as the agent of the corporation upon whom process against it may be
served, and the post office address to which the Secretary of State
shall mail a copy of such process served upon him is % CT
Corporation System, 1633 Broadway, New York, NY 10019. The name and address of
the registered agent which is to be the agent of the Corporation upon
whom process against it may be served is CT Corporation System, 1633
Broadway, New York, NY 10019.

EIGHTH: The following provisions are inserted for the regulation and
conduct of the affairs of the corporation, and it is expressly
provided that they are intended to be in furtherance and not in limitation or
exclusion of the powers conferred by law.

(a) No contract or other transaction between the corporation
and any other firm or corporation shall be affected or
invalidated by reason of the fact that any one or more of the directors
or officers of this corporation is or are interested in, or is
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member, shareholder, director, or officer, or are members, shareholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act, or transaction of this corporation with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any director or directors or

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officer or officers of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

(b) The board of directors shall have power, in its discretion, to provide for and to pay to directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

(c) By resolution duly adopted by the holders of not less than a majority of the shares of stock then issued and outstanding and entitled to vote at any regular or special meeting of the shareholders of the corporation duly called and held as provided in the By-Laws of the corporation, any director or directors of the corporation may be removed from office at any time or times, but only for cause.

(d) The corporation shall be permitted to indemnify, and advance expenses to, any officer, director or other person to the fullest extent from time to time permitted by law, and, to the extent consistent therewith, shall indemnify or advance expenses to any such officer, director or other person to the fullest extent required by or pursuant to any present or future by-law of the corporation, agreement approved by the Board of Directors, or resolution of shareholders or

entering
Directors
directors; and the adoption of any such resolution or
into of any such agreement approved by the Board of
is hereby authorized.

(e) The corporation may use and apply its surplus earnings or
accumulated profits, not otherwise by law to be reserved,
to
or
to
the purchase or acquisition of property and to the purchase
acquisition of its own capital stock from time to time and
such extent and in such manner and upon such terms as its
board of directors shall determine; and neither the
property
its
debt
the
directors.
nor the capital stock so purchased or acquired, nor any of
own capital stock taken in payment or satisfaction of any
due to the corporation, shall be regarded as profits for
purpose of declaration or payment of dividends unless
otherwise determined by a majority of the board of

NINTH: The business of the corporation shall be managed by the
Board,
shareholders
which shall consist of such number of directors, not less than three
nor more than nine, to be fixed from time to time by the
or a majority of the entire Board. The directors shall be classified
with respect to the time during which they shall

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severally hold office by dividing them into two classes, as nearly
equal in number as possible, but in no event shall any class include
less than three directors. At the meeting of the shareholders of the
corporation held for the election of the first such classified
Board,
At
to
class
or
increased
Board,
the directors of the first class shall be elected for a term of one
year and the directors of the second class for a term of two years.
each annual meeting of shareholders held thereafter, the successors
the class whose term shall expire that year shall be elected to hold
office for a term of two years, so that the term of office of one
of directors shall expire each year. Any newly created directorship
decrease in directorship as authorized by resolution of the Board of
Directors shall be so apportioned as to make both classes as nearly
equal in number as possible. When the number of directors is
by the Board and any newly created directorship is filled by the

the there shall be no classification of the additional directors until
next annual meeting of shareholders. No decrease in the number of
directors shall shorten the term of any incumbent director. Each
director shall be at least 21 years old. Directors shall hold office
until the annual meeting at which their term expires and until the
election of their respective successors.

TENTH: A director of the corporation shall not be personally liable
to the corporation or its shareholders for damages for any breach of
duty as a director; provided that, except as hereinafter provided, this
Article TENTH shall neither eliminate nor limit liability: (a) if a
judgment or final adjudication adverse to the director establishes
that (i) the director's acts or omissions were in bad faith or involved
intentional misconduct or a knowing violation of law, (ii) the
director personally gained in fact a financial profit or other advantage to
which the director was not legally entitled, or (iii) the director's
acts violated Section 719 of the New York Business Corporation Law;
or (b) for any act or omission prior to the effectiveness of this
Article TENTH. If the corporation hereafter may by law be permitted to
further eliminate or limit the personal liability of directors, then
pursuant hereto the liability of a director of the corporation shall, at such
time, automatically be further eliminated or limited to the fullest
extent permitted by law. Any repeal of or modification to the
provisions of this Article TENTH shall operate prospectively only
and shall not adversely affect any right or protection of a director of
the Corporation existing pursuant to this Article TENTH at the time of
such repeal or modification.

4. The foregoing amendment was authorized by the unanimous written
consent of the members of the Board of Directors.

IN WITNESS WHEREOF, we have signed this certificate on the 28th day
of January, 1997 and we affirm the statements contained therein as true under
penalties of perjury.

/s/William Shaw

William Shaw, President

/s/Howard B. Weinreich

Howard B. Weinreich, Assistant Secretary

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
VOLT INFORMATION SCIENCES, INC.**

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

WE, THE UNDERSIGNED, Howard B. Weinreich and Lisa Valentino, being respectively the Senior Vice President and the Assistant Secretary of Volt Information Sciences, Inc., hereby certify:

1. The name of the corporation is Volt Information Sciences, Inc. The name under which the corporation was formed is Volt Technical Corp.
2. The certificate of incorporation of the corporation was filed in the office of the Department of State of New York on the 6th day of March 1957.
3. Article Third of the Certificate of Incorporation is deleted in its entirety and is replaced by the following: "The amount of the capital stock is \$12,500,000."
4. Article Fourth (a) and (a)(1) and (a)(2) of the Certificate of Incorporation are deleted in their entirety and are replaced by the following:

 "(a) The aggregate number of shares which the corporation is authorized to issue is 120,500,000 consisting of:

 (a)(1) 120,000,000 shares of Common Stock having a par value of \$10 per share; and

 (a)(2) 500,000 shares of Preferred Stock having a par value of \$1.00 per share."
5. The amendment was authorized by the affirmative vote of the majority of the issued and outstanding shares of the Common Stock at the April 5, 2007 Annual Meeting of Shareholders.

IN WITNESS WHEREOF, we have signed this certificate on the 10th day of April 2007 and we affirm the statements contained therein as true under penalties of perjury.


Howard B. Weinreich, Senior Vice President


Lisa Valentino, Assistant Secretary

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
VOLT INFORMATION SCIENCES, INC.**

**Volt Information Sciences, Inc.
360 Lexington Avenue
15th Floor
New York, NY 10022-2928
Howard B. Wehrreich, General Counsel**

[As Filed: 04-11-2007]