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THE UNITED STATES CORPORATION COMPANY

97 DEC 30 PM 3:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 652482 4500665

AUTHORIZATION : Patricia Pizzito

COST LIMIT : $ 35.00

ORDER DATE : December 30, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 652482-005

CUSTOMER NO: 4500665

CUSTOMER: Maria Mcmenamin, Legal Asst
Morgan, Lewis & Bockius Llp
2000 One Logan Square

Philadelphia, PA 19103

amend

700002385787--6

DOMESTIC AMENDMENT FILING

NAME: SMITHS INDUSTRIES, INC.

EFFICTIVE DATE:

97 DEC 30 AM 10:52
DIVISION OF CORPORATION

XX ARTICLES OF AMENDMENT
______ RESTATED ARTICLES OF INCORPORATION

Name Availability 12/30/97
Document Examiner
Update
Verifyer
Acknowledgment
W.P. Verifyer

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: ______

(5)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SMITHS INDUSTRIES, INC.

FILED
97 DEC 30 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Smiths Industries, Inc. (the "Corporation"), a corporation organized under and existing by virtue of the 1989 Business Corporation Act of the State of Florida (the "Florida Business Corporation Act"), for the purpose of amending its Articles of Incorporation pursuant to Section 607.1006 of the Florida Business Corporation Act, does hereby certify:

FIRST: That the name of the Corporation is Smiths Industries, Inc.

SECOND: That ARTICLE III.2 of the Articles of Incorporation of this Corporation is amended to read as follows:

Dividends

Prior to the payment of any dividends or other distributions to the holders of Common Stock by the corporation, holders of Preferred Stock shall be entitled to receive, when, as and if declared by the board of directors, annual dividends at the rate of 8% (eight per cent) per annum on the par value of each share of Preferred Stock then outstanding and no more. If so declared by the board of directors, dividends on Preferred Stock shall be payable annually on December 22 in each year and shall be payable in respect of the period from January 1 in the current year to and including December 31 in the current year. Dividends on Preferred Stock shall be cumulative and shall accrue whether or not earned or declared.

THIRD: That the foregoing Amendment to this Corporation's Articles of Incorporation was adopted by the Board of Directors of this Corporation by unanimous written consent dated as of December 16, 1997 and by the shareholders of this Corporation by unanimous written consent dated as of December 16, 1997.

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by the undersigned officer this 16 day of December, 1997.

SMITHS INDUSTRIES, INC.

By: Walter Orme

Name: WALTER E. ORME

Title: ASSISTANT SECRETARY

PI102/20-860.1