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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
M.S.E. POWER SYSTEMS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Name chg
CC
@ 11/4/10

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CG Power Solutions USA Inc
(Name of Corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David Brownell
(Name of Contact Person)

CG Power Solutions USA Inc
(Firm/Company)

403 New Karner Road
(Address)

Albany, New York 12205
(City/State and Zip Code)

For further information concerning this matter, please call:

David Brownell at (818) 452.7718
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

- 1. MSF Power Systems, Inc
(Name of corporation as it appears on the records of the Department of State)
- 2. NY (Incorporated under laws of)
- 3. June 14, 2004
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

- 4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 13, 2010
- 5. CG Power Solutions USA Inc
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

- 6. If the amendment changes the period of duration, indicate new period of duration.

No change
(New duration)

- 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No change
(New jurisdiction)

- 8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David M. Klein
(Typed or printed name of person signing)

Executive Vice President
(Title of person signing)

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TALLAHASSEE, FLORIDA
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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on November 2, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

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New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12241
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

M.B.E. POWER SYSTEMS, INC.
(Insert Name of Domestic Corporation)

Under Section 803 of the Business Corporation Law

FIRST: The name of the corporation is: _____
M.B.E. Power Systems, Inc.

If the name of the corporation has been changed, the name under which it was formed is: _____

SECOND: The date of filing of the certificate of incorporation with the Department of State is:
June 18, 1997

THIRD: The amendment effected by this certificate of amendment is as follows: (Set forth each amendment in a separate paragraph providing the subject matter and full text of such amended paragraph. For example, an amendment changing the name of the corporation would read as follows: Paragraph First of the Certificate of Incorporation relating to the corporate name is hereby amended to read as follows: First: The name of the corporation is ... (new name) ...)

Paragraph FIRST of the Certificate of Incorporation relating to _____
the name of the corporation

is hereby amended to read in its entirety as follows: _____

FIRST: The name of the corporation is CG POWER SOLUTIONS USA Inc

Paragraph _____ of the Certificate of Incorporation relating to _____

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is hereby amended to read in its entirety as follows:

FOURTH: The certificate of amendment was authorized by: *(Check the appropriate box)*

- The vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.
- The vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.



(Signature)

Mark S. Scher

(Name of Signer)

Chief Executive Officer, Authorized Person
(Title of Signer)

CERTIFICATE OF AMENDMENT
 OF THE
 CERTIFICATE OF INCORPORATION
 OF
 M.B.E. POWER SYSTEMS, INC.
(Insert Name of Domestic Corporation)

ICC
 STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED JUL 13 2010
 TAXS
 Albany

Under Section 405 of the Business Corporation Law

Who's Name Couch White LLP

Address P.O. Box 22222

City, State and Zip Code Albany NY 12201-2222

DC-08
DRAWDOWN

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$50 filing fee, plus the required tax on shares pursuant to §130 of the Tax Law, if applicable.

For Office Use Only

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