

Division of Corporations

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Fax Number : (850)205-0380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850)521-1000
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BASIC AMENDMENT

GOODRICH LIGHTING SYSTEMS, INC.

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*Amend
WJM
7/28/04*

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GOODRICH LIGHTING SYSTEMS, INC.**

The undersigned, as the Secretary of GOODRICH LIGHTING SYSTEMS, INC., do hereby certify that the Amendment provided for herein was adopted by the sole shareholder and the Board of Directors on the 26th day of July, 2004.

1. Name of Corporation: GOODRICH LIGHTING SYSTEMS, INC.
2. Amendment Adopted: Article IV of the Articles of Incorporation of the Company is hereby amended so as henceforth to read as follows:

Article IV – Capital Stock

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be as follows:

Common Stock – Class A – 20,000 shares with a par value of \$0.01 per share.

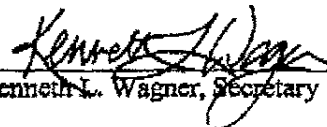
Common Stock – Class B – 10,000 shares with a par value of \$0.01 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the above-mentioned Class A common stock, and further, the Class B common stock shall be non-voting stock.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 26th day of July, 2004.

GOODRICH LIGHTING SYSTEMS, INC.

By: 
Kenneth L. Wagner, Secretary

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