

# P19656

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January 13, 1997

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**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: H Enterprises International, Inc.  
now known as Wabash Corporation  
File No. 23610-22

Dear Sir/Madam:

Enclosed for filing are the original and one copy of an Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida for H Enterprises International, Inc., now known as Wabash Corporation. A certified copy of the name change amendment from the State of Delaware is also enclosed.

Please file the amendment, prepare a certified copy of same, and prepare two certificates of status for Wabash Corporation. A check in the amount of \$105 is enclosed to cover the following fees:

- \$35.00 filing fee
- \$52.50 for one certified copy
- \$17.50 for two certificates of status
- \$105.00

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-01/14/97--01146--002  
\*\*\*\*105.00 \*\*\*\*105.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 14 AM 9:19

JAN 21 1997  
MC

Secretary of State  
Division of Corporations  
January 13, 1997  
Page 2

Please return the documents to the undersigned by overnight Federal Express mail. A completed Federal Express label with our account number on it is enclosed for your convenience.

If you have any questions, please call. Thank you.

Very truly yours,

LEONARD, STREET AND DEINARD

By *Gail E. Partlow*

Gail E. Partlow  
Paralegal

/gep  
Encs.

cc: Morris M. Sherman  
James R. Frey  
David G. Baratti

100% COTTON FIBER

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 14 AM 9:19

**SECTION I (1-3 must be completed)**

1. H Enterprises International, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 6/15/88

**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?

March 10, 1994

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

Wabash Corporation

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

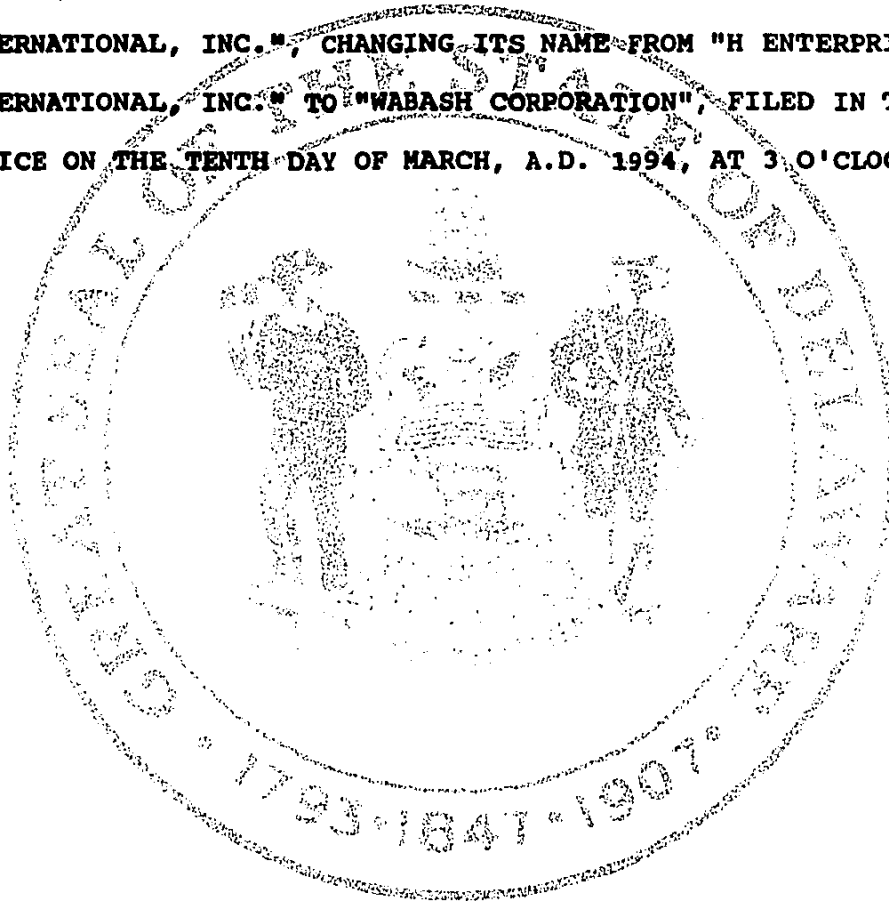
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

James R. Frey  
Signature  
Name and Title  
James R. Frey, Secretary

1/10/97  
Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "H ENTERPRISES INTERNATIONAL, INC.", CHANGING ITS NAME FROM "H ENTERPRISES INTERNATIONAL, INC." TO "WABASH CORPORATION", FILED IN THIS OFFICE ON THE TENTH DAY OF MARCH, A.D. 1994, AT 3 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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971010346

AUTHENTICATION:

8280849

DATE:

01-10-97

**H ENTERPRISES INTERNATIONAL, INC.**

3-10-94

**CERTIFICATE OF AMENDMENT  
TO CERTIFICATE OF INCORPORATION  
CHANGING CORPORATE  
NAME TO WABASH CORPORATION**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, H Enterprises International, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, in accordance with the provisions of Section 103 thereof, DOES HEREBY CERTIFY:

That in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation on March 9, 1994 adopted, and the stockholders of the Corporation approved, the following resolution amending the Certificate of Incorporation of the Corporation to change the name of the corporation to "Wabash Corporation."

"BE IT RESOLVED, that Article 1 of the Certificate of Incorporation of this Corporation shall be amended and restated to read as follows: "The Name of the Corporation is Wabash Corporation."

The foregoing Amendment has been duly adopted and approved in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the officers named below, acting for and on behalf of H Enterprises International, Inc., have executed this Certificate of Amendment on this 9th day of March, 1994.

H ENTERPRISES INTERNATIONAL, INC.

By *E. H. Gray*  
Its Chairman

ATTEST:

By *James R. Fry*  
Its Secretary