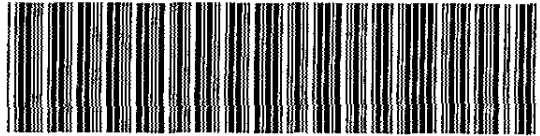


P27172

(Requestor's Name)



700024741727



Elliott Company  
901 North Fourth Street  
Jeannette, PA 15644-1473

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

11/18/03--01027--004 \*\*35.00

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Edward L. Topka gave  
authority to make  
corrections.  
11/21 ac

Office Use Only

File: 1st

pc  
T. Lewis 12/5/03

FILED  
03 DEC -5 AM 9:40  
REGISTRY OF STATE  
JEANETTE, PA

November 11, 2003

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: Elliott Turbomachinery Co., Inc.

To Whom It May Concern:

Please be advised that the above named company has changed its name to Elliott Company and the required documentation is attached to effect such a change.

If you have any questions concerning this matter or need additional information, please contact the undersigned at 724-600-8196.

Very truly yours,

  
Edward L. Topka  
Tax Manager

**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)**

P27172

(Document number of corporation (if known))

1. ELLIOTT TURBOMACHINERY CO., INC.

(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE

(Incorporated under laws of)

3. 12/6/89

(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? 7/30/03

5. ELLIOTT COMPANY, I

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

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

(New duration)

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

(New jurisdiction)

x William K. Cox  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

WILLIAM K. COX

(Typed or printed name)

11/10/03  
(Date)

SECRETARY

(Title)

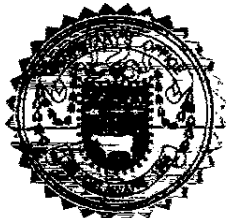
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NEW ELLIOTT CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "ELLIOTT TURBOMACHINERY CO., INC." UNDER THE  
NAME OF "ELLIOTT COMPANY I", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 2003,  
AT 5:15 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2127087 8100M

030754560

AUTHENTICATION: 2768496

DATE: 11-24-03

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
NEW ELLIOTT CORPORATION  
INTO  
ELLIOTT TURBOMACHINERY CO., INC.**

\*\*\*\*\*

New Elliott Corporation, a corporation organized and existing under the laws of the State of Delaware, pursuant to Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That New Elliott Corporation was incorporated on the 17<sup>th</sup> day of November 1989, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That New Elliott Corporation owns all of the outstanding shares of the capital stock of Elliott Turbomachinery Co., Inc., a corporation incorporated on the 22<sup>nd</sup> day of May, 1987, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That it has been proposed that New Elliott Corporation, the sole stockholder of Elliott Turbomachinery Co., Inc., merge with and into Elliott Turbomachinery Co., Inc., with Elliott Turbomachinery Co., Inc. being the surviving corporation.

FOURTH: That pursuant to the Merger, the Certificate of Incorporation of the surviving corporation shall be amended as follows:

- (i) Article 1 shall be amended to read as follows: "The name of the corporation is Elliott Company I."
- (ii) Article 4 shall be amended to read as follows: "The total number of shares of stock which the corporation shall have authority to issue is ten thousand and the par value of each such share shall be one cent (\$.01), amounting to an aggregate of \$100.00."

FIFTH: On July 30, 2003 the Board of Directors Elliott Turbomachinery Co., Inc. adopted the following resolutions to merge New Elliott Corporation into Elliott Turbomachinery Co., Inc.:

NOW THEREFORE, BE IT RESOLVED, that New Elliott be merged (the "Merger") with and into the Company, and that all of the estate, property, rights, privileges, powers and franchises of New Elliott be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by New Elliott in its name, and

RESOLVED FURTHER, that the Company shall assume all of the obligations of New Elliott: and

RESOLVED FURTHER, that the terms and conditions of the Merger are as follows:

Upon completion of the Merger, the holders of the shares of common stock, \$.01 par value, of New Elliott shall receive an equivalent number of common shares, \$.01 par value, of the Company and shall have no further claims of any kind or nature; and all of the issued and outstanding shares held by New Elliott shall be cancelled.

RESOLVED FURTHER, from and after the effective time of the Merger, the Certificate of Incorporation and the Bylaws of New Elliott shall be the Certificate of Incorporation and the Bylaws of the surviving corporation as in effect immediately prior to such effective time, with the following exception:

SIXTH: That the merger shall become effective under Delaware law at 5 pm on July 30, 2003.

IN WITNESS WHEREOF, New Elliott Corporation has caused this Certificate to be signed by Donal Maloney, its President, this 30th day of July 2003.

NEW ELLIOTT CORPORATION

By: 

Donal P. Maloney, President