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Ref. No. 15957.003

November 24, 1997

By Federal Express
Department of State
409 East Gaines Street
Tallahassee, FL 32314
Attn: Corporations Division

Re: Wartsila Diesel, Inc.

400002356614--0
-11/25/97--01047--001
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing is the original and one photocopy of the Amendment to Application for Authorization to Transact Business in Florida and one certificate evidencing the name change from the corporation's home state. Also enclosed is our check in the amount of \$35 to cover the cost of filing.

Please file and return the file stamped copy and the evidence of filing to me in the enclosed pre-paid Federal Express envelope.

If any questions or delays arise, please call me collect immediately at the above number. Thank you for your cooperation in this matter.

Best regards.

Very truly yours,

Kimberly Ellis
Kimberly Ellis
Legal Assistant

cc: Beata Salamon, Esq. (w/encl.)
Beth McCartney

FILED
97 DEC -5 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAC Amend

Joe 12/5

CT CORPORATION SYSTEM

December 3, 1997

8550 United Plaza Boulevard
Baton Rouge, LA 70809
Tel. 504 922 4490
Fax 504 922 4495

**Theresa Brown, Amendments Section
SECRETARY OF STATE
409 East Gaines Street
Tallahassee, FL 32399**

**RE: WARTSILA NSD NORTH AMERICA, INC.
Order No. 1068531**

Dear Ms. Brown:

**As instructed, we enclose the following document(s), as issued by the
Secretary of State of Louisiana:**

**Corporate Information Certificate (re: Name Change Amendment filed
July 8, 1997), dated December 3, 1997.**

**If you have any questions concerning this order, please contact Jennifer
Cottrell in our Washington, D.C. office. Thank you for this opportunity to
be of service.**

Very truly yours,

C T - Baton Rouge

Enclosure(s)

Via: Federal Express

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

FILED
97 DEC -5 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Wartsila Diesel, Inc.

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Louisiana

3. Date authorized to do business in Florida: January 29, 1990

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 8, 1997

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

Wartsila NSD North America, Inc.

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

No Change

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

Olinda A. Roxbury, Asst Sec'y November 18, 1997
Signature Date
Name and Title

Olinda A. Roxbury, Assistant Secretary

UNITED STATES OF AMERICA
State of Louisiana
UNION JUSTICE AND CONFIDENCE
DUPLICATE

Fox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of an Amendment to the Articles of Incorporation of

WARTSILA DIESEL, INC.

Domiciled at MARRERO, LOUISIANA, changing the corporate name
to

WARTSILA NSD NORTH AMERICA INC.

Was filed and recorded in this Office on July 8, 1997.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

July 8, 1997

Fox McKeithen

CBU

Secretary of State

