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1. Watkins Associated Industries Inc
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2. _____
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☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

C. Coulliette FEB 07 2002

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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TALLAHASSEE, FLORIDA

AMENDMENT TO
RESTATED CERTIFICATE OF INCORPORATION OF
WATKINS ASSOCIATED INDUSTRIES, INC.

The Restated Certificate of Incorporation of WATKINS ASSOCIATED INDUSTRIES, INC., shall be amended as follows:

Article III of the Restated Certificate of Incorporation shall be amended by adding the following provision at the end of that article:

"Any shares of the Corporation's capital stock that have been redeemed or otherwise reacquired by the Corporation since December 1, 2001 belong to the Corporation and constitute treasury shares that are authorized, issued but no longer outstanding until the Board of Directors of the Corporation disposes of, cancels or restores those treasury shares to the status of authorized but unissued shares of the Corporation's capital stock."

The foregoing amendment was adopted effective as of December 3, 2001 by the directors of the corporation without shareholder action, pursuant to Sections 607.0821 and 607.1002, Florida Statutes, as evidenced by their signatures on a Consent in Lieu of Meeting manifesting their intention that the foregoing amendment to the Restated Certificate of Incorporation be adopted. The foregoing amendment did not require shareholder action for approval.

IN WITNESS WHEREOF, the undersigned, being a director of the corporation who approved the amendment, has executed this instrument effective as of the 1st day of December, 2001.


JOHN F. WATKINS, Director