

BYRD AND MURPHY

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683522
May 2, 1997
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Rist/Sale of Kendall Plastics/File No. 97.02

600002122836--0

Gentlemen:

-03/24/97--01215--015
*****87.50 *****87.50

Enclosed is the original and one copy of the Articles of Amendment of Certificate of Incorporation of Kendall Plastics Corporation for filing, together with my check in the amount of \$87.50 representing the filing fee of \$35.00 and the fee for obtaining a certified copy of the Articles of Amendment.

Also, enclosed is a self-addressed stamped envelope for the return of a certified copy of the Articles of Amendment.

Very truly yours,

BYRD AND MURPHY

By: 
THOMAS E. BYRD

TEB:bp
Encls.
cc: Mr. Karsten Rist

[Handwritten notes and signatures at the bottom of the page]

ARTICLES OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
KENDALL PLASTICS CORPORATION

KENDALL PLASTICS CORPORATION, by virtue of the Certificate of Incorporation filed on the 26th day of September, 1980, said Certificate of Incorporation previously having been amended by the Articles of Amendment filed October 8, 1981, hereby certifies that on the 26th day of February, 1997, a special meeting of the Board of Directors was held at the offices of the corporation in Dade County, Florida, pursuant to the call and waiver of such meetings signed by all members of the Board of Directors of this Corporation, and at such meeting, the following resolution was adopted, to-wit:

RESOLVED by the Board of Directors of KENDALL PLASTICS CORPORATION, that the Board deems it advisable that Article I of the Articles of Incorporation be amended, changed and altered in accordance with the provisions of Florida Statute 607.1006, to read as follows:

ARTICLE I

The name of the Corporation shall be: KENDALL ELECTRO-PRODUCTS CO., INC.

BE IT FURTHER RESOLVED by the Board of Directors that the officers of the Corporation be directed to forthwith call a meeting of the Shareholders of record entitled to vote for consideration of said Amendment.

That all of the Directors of the said Corporation voted for said Resolution, the number of votes cast for the Amendment being sufficient for approval.

In compliance with such Resolution, a Special Meeting of the Shareholders of this Corporation was held at 4:00 p.m. on February 26, 1997, in the offices of the Corporation in Dade County, Florida, which meeting was held in compliance with a waiver and

consent signed by all of the Shareholders of this Corporation. At such meeting, all of the Shareholders, upon a canvass of such Shareholders on the adoption of such Resolution, voted in favor of the Amendment of the Articles of Incorporation of this Corporation, as provided in the foregoing Resolution, the number of votes cast for the Amendment being sufficient for approval.

IN WITNESS WHEREOF, KENDALL PLASTICS CORPORATION has caused these presents to be signed in the name of the President and its corporate seal affixed, attested by its Secretary, this 26th day of February, 1997.

ATTEST:

KENDALL PLASTICS CORPORATION

Carol Rist
CAROL RIST, Secretary

By: Karsten Rist
KARSTEN RIST, President

(CORPORATE SEAL)

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared CAROL RIST and KARSTEN RIST, Secretary and President, respectively, of KENDALL PLASTICS CORPORATION, to me well known to be the Secretary and President who executed the foregoing Certificate of Amendment of Articles of Incorporation, and they duly acknowledged before me that they executed the same for and in behalf of said Corporation, and that the same is true and correct.

WITNESS my hand and official seal in the County and State aforesaid, this 27th day of March, 1997.

Joseph Lukose
NOTARY PUBLIC
Print Name: JOSEPH LUKOSE.
Commission No.: CC 439796

My Commission Expires: 2/18/99.

(SEAL)

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