

# 814236

LAW OFFICES

HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

2290 FIRST NATIONAL BUILDING

660 WOODWARD AVENUE

DETROIT, MICHIGAN 48226-3583

FAX (313) 962-0176

LANSING, MICHIGAN

MARA R. HACK  
Legal Assistant, Clerk  
TELEPHONE: (313) 256-7117

November 6, 1997

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200002341852--6  
-11/07/97--01093--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: TIF Instruments, Inc.

Dear Sir/Madam:

Enclosed for filing are the following documents for the above-referenced Delaware Corporation:

1. An original and one copy of executed Application by Foreign Corporation to File Amendment To Application For Authorization To Transact Business in Florida.
2. Our check in the amount of \$35.00 to cover the filing fee.

Please return the filed copy to the undersigned. A self-addressed, stamped envelope is enclosed for this purpose.

If you have any questions or problems with regard to this request, please contact the undersigned by telephone call to (313)256-7117.

Thank you for your assistance and cooperation.

Very truly yours,

*Mara R. Hack*

Mara R. Hack  
Legal Assistant, Clerk

Enclosures  
DET07/73040.1

*Name change*  
*LFT*  
*1-8-98*

*W97000025731*

~~\*787, 641, 656-71\*~~

FILED  
98 JAN -6 AM 8:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 13, 1997

Mara R. Hack  
% Honigman, Miller, Schwartz and Cohn  
660 Woodward Ave. 2290 1st National Bldg  
Detroit, MI 48226-3583

SUBJECT: TIF INSTRUMENTS, INC.  
Ref. Number: 814236

We have received your document for TIF INSTRUMENTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 897A00054651

LAW OFFICES  
**HONIGMAN MILLER SCHWARTZ AND COHN**  
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

2290 FIRST NATIONAL BUILDING  
660 WOODWARD AVENUE  
DETROIT, MICHIGAN 48226-3563

FAX (313) 962-0176

MARA R. HACK  
*Legal Assistant, Clerk*  
TELEPHONE: (313) 256-7117

LANSING, MICHIGAN

January 5, 1998

**VIA FEDERAL EXPRESS**

Ms. Louise Flemming-Jackson  
Corporate Specialist Supervisor  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: TIF Instruments, Inc./ Ref. Number: 814236

Dear Ms. Flemming-Jackson,

Enclosed for filing are the following documents for the above-referenced Delaware Corporation:

1. An original and one copy of executed Application by Foreign Corporation to File Amendment To Application For Authorization To Transact Business in Florida.
2. Your letter, dated November 13, 1997
3. Certificate of Amendment of Certificate of Incorporation, certified by the Delaware Secretary of State evidencing the name change.

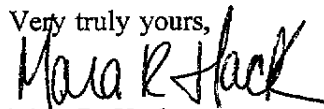
Please note that the \$35.00 filing fee has already been paid.

Please return the filed copy to the undersigned. A self-addressed, stamped envelope is enclosed for this purpose.

If you have any questions or problems with regard to this request, please contact the undersigned by telephone call to (313)256-7117.

Thank you for your assistance and cooperation.

Very truly yours,



Mara R. Hack  
Legal Assistant, Clerk

Enclosures

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

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

1. TIF INSTRUMENTS, 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: February 22, 1960

FILED  
98 JAN -6 AM 8:01  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**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?

November 7, 1997

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

Thermal Financial Group Inc.

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

Not applicable

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

Not applicable

Thomas H. Gerard  
Signature

8-28-97

Date

THOMAS H. GERARD  
Print Name

PRESIDENT  
Title

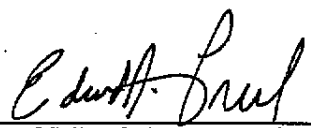
*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 "TIF INSTRUMENTS, INC.", CHANGING ITS NAME FROM "TIF INSTRUMENTS, INC." TO "THERMAL FINANCIAL GROUP INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

FILED  
98 JAN -6 AM 8:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

0547816 8100

971452189

AUTHENTICATION: 8841104

DATE: 12-30-97

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

TIF Instruments, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation, as amended and restated, of said corporation:

**RESOLVED**, that the Certificate of Incorporation of TIF Instruments, Inc., as amended, shall be amended by deleting the Article numbered "FIRST" in its entirety and replacing it with the following:

**FIRST:** The name of the Corporation (hereinafter called "the Corporation") is:

**THERMAL FINANCIAL GROUP INC.**

**SECOND:** That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said TIF Instruments, Inc. has caused this certificate to be signed by Thomas Gerard its President, on this 29th day of August, 1997.

**TIF INSTRUMENTS, INC.**

By: Thomas Gerard  
Its: President