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December 7, 2000

BY FEDERAL EXPRESS

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Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Bruning Paint Company

Ladies and Gentlemen:

Enclosed please find for filing on behalf of Bruning Paint Company (a) an Application for Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida to reflect a change in the name of the corporation to Scott Paint Company, Inc., (b) an original certified copy of a Certificate of Amendment of Restated Certificate of Incorporation reflecting the name change, and (c) a check made payable to the Department of State in the amount of \$43.75 covering the \$35.00 filing fee for, and the \$8.75 charge for a certified copy of, the enclosed. Please note that Bruning Paint Company is the holder of the trademark "Scott Paint Company" registered with the State of Florida.

The telephone number for the undersigned is (310) 734-5238 and the address for the undersigned is Crosby, Heafey, Roach & May, 1901 Avenue of the Stars, Seventh Floor, Los Angeles, California 90067.

Please return the certified copy to the undersigned in the self-addressed, stamped envelope provided.

Very truly yours,

Deborah L. Gunny

DLG/tbm
Enclosures

115949.1

FILED
00 DEC - 8 AM 10:57
TALLAHASSEE
SECRETARY OF STATE

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Cur Corp

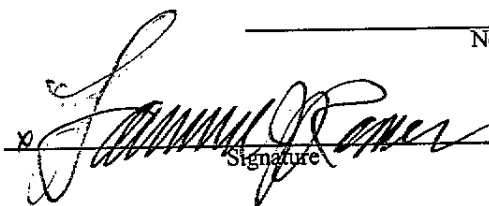
PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Bruning Paint Company
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. February 16, 1979
Incorporated under laws of 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? December 6, 2000
5. Scott Paint Company, Inc.
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. N/A
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction. N/A
- _____
New Jurisdiction


Signature

Lawrence J. Ramer
Typed or printed name

December 7, 2000
Date

Chairman
Title

FILED
DEC-8 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

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 "BRUNING PAINT COMPANY", CHANGING ITS NAME FROM "BRUNING PAINT COMPANY" TO "SCOTT PAINT COMPANY, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF DECEMBER, A.D. 2000, AT 10:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0835196

0861538 8100

001609137

DATE: 12-06-00

FROM MNA&T

(WED) 12. 6' 00 10:49/ST. 10:48/NO. 4261916964 P 2

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
BRUNING PAINT COMPANY

Bruning Paint Company, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

The amendment to the Corporation's Restated Certificate of Incorporation set forth in the following resolution, which has been approved by the Board of Directors and stockholders of the Corporation, was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware:


"RESOLVED, that the first sentence of Article FIRST of the Restated Certificate of Incorporation of this Corporation be amended to read in its entirety as follows:

"The name of the corporation is Scott Paint Company, Inc."

IN WITNESS WHEREOF, this Certificate of Amendment of Restated Certificate of Incorporation has been executed by its Chairman this 5th day of December, 2000.

BRUNING PAINT COMPANY

By:


Lawrence Ramer, Chairman