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Articles of Amendment

Filed 8-3-87

5 pgs.

# 853129

## C T CORPORATION SYSTEM



Associated with The Corporation Trust Company  
208 SOUTH LA SALLE STREET, CHICAGO, ILL. 60604 • (312) 263-1414

July 22, 1987 00043 006

RE: C.M. PRODUCTS, INC. (DEL. DOM.)

FOREIGN AMENDMENTS	
AMENDMENT	20.00
MISCELLANEOUS	10.00
=====	
TOTAL	30.00

COUNSEL: D'ANCONA & PFLAUM  
ATTN: MAUREEN B. FARRELL, L.A.  
30 NORTH LASALLE STREET  
CHICAGO, ILLINOIS 60602

TO: Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sir/Madam:

Pursuant to instructions of Counsel, we enclose for filing the documents identified below:

<input type="checkbox"/> Incorporation	<input type="checkbox"/> Merger
<input type="checkbox"/> Qualification	<input type="checkbox"/> A. Domestic
<input type="checkbox"/> Change of Agent/Office	<input type="checkbox"/> B. Foreign
<input type="checkbox"/> A. Domestic	<input type="checkbox"/> Dissolution
<input type="checkbox"/> B. Foreign	<input type="checkbox"/> A. Statement of Intent
<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> B. Certificate of Dissolution
<input type="checkbox"/> A. Domestic	<input type="checkbox"/> Withdrawal
<input checked="" type="checkbox"/> B. Foreign	<input type="checkbox"/> Other

Kindly send evidence to the undersigned. If there are any problems, please call at this toll free number: 800-621-1112.

Very truly yours,

C T CORPORATION SYSTEM

*Don L. Butler (m.T.)*

Don L. Butler  
Assistant Secretary

DLB/mt  
Encls.

SPECIAL INSTRUCTIONS:

Name	Availability
Document	Examination
Under	W. P. Ver

7-31-87  
11/14  
8-3-87

30  
30  
10

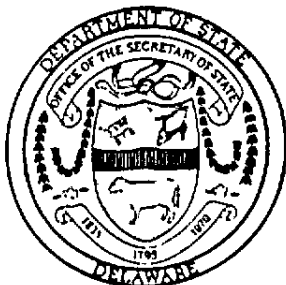
State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, 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 C. M. PRODUCTS, INC.  
FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 1987,  
AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1



727204125

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 11332006  
DATE: 07/23/1987

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
\*\*\*\*\*

FILED  
CET AUG -3 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. M. PRODUCTS, 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 at an annual meeting on May 6, 1987, duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation be amended by adding thereto a new Article TENTH, such Article TENTH to be and read as follows:

"TENTH. The liability of the Corporation's directors to the Corporation or its stockholders shall be eliminated to the fullest extent permitted by the Delaware General Corporation Law as amended from time to time. No amendment to or repeal of this Article TENTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal."

SECOND: That in lieu of holding a meeting and vote of stockholders, the stockholders entitled to vote have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

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

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said C. M. PRODUCTS, INC. has caused this certificate to be signed by Geoffrey C. Fear, its President, and attested by Sidney J. Hess, Jr., its Secretary this 17th day of June, 1987.

C. M. PRODUCTS, INC.

By:

Geoffrey C. Fear  
President

ATTEST:

Sidney J. Hess, Jr.  
Secretary