

F00000000012



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 733323 8796A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 35.00

ORDER DATE : June 15, 2000

ORDER TIME : 10:36 AM

ORDER NO. : 733323-005

CUSTOMER NO: 8796A

CUSTOMER: Cindy C. Moore, Esq
Schifino & Fleischer
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

Name Change Amend
200003293882--9

FOREIGN FILINGS

NAME: POWER LIGHTING PRODUCTS, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

FILED
00 MAY -9 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 16 AM 11:36
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

002250, 00641, 00672
6/23/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 19, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: POWER LIGHTING PRODUCTS, INC.
Ref. Number: F00000000112

RESUBMIT
Please give original
submission date as file date.

We have received your document for POWER LIGHTING PRODUCTS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

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.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 500A00034606

RECEIVED
00 JUN 23 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 16, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: POWER LIGHTING PRODUCTS, INC.
Ref. Number: F00000000112

We have received your document for POWER LIGHTING PRODUCTS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please file an amended application in order to change the name Power Lighting Products, Inc. to SLI Lighting Products, Inc. I have enclosed an application for you to fill out and attach to the certificate from Delaware evidencing the merger and name change.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 600A00027424



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 9, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: POWER LIGHTING PRODUCTS, INC.
Ref. Number: F00000000112

We have received your document for POWER LIGHTING PRODUCTS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The Secretary of State's office does not file mergers involving two foreign corporations.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 400A00025912

FILED
00 MAY -9 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary _____
Title _____

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 MERGER, WHICH MERGES:

"SUPREME CORPORATION", A SOUTH CAROLINA CORPORATION,
WITH AND INTO "POWER LIGHTING PRODUCTS, INC." UNDER THE NAME
OF "SLI LIGHTING PRODUCTS, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF MARCH, A.D.
2000, AT 9:01 O'CLOCK A.M.

2135148 8100M

001228283



Edward J. Freel
Edward J. Freel, Secretary of State

0419588

AUTHENTICATION:

05-04-00

DATE:

CERTIFICATE OF MERGER

OF

POWER LIGHTING PRODUCTS, INC.
(a Delaware corporation)

AND

SUPREME CORPORATION
(a South Carolina corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

- (i) Power Lighting Products, Inc. ("PLP"), which is incorporated under the laws of the State of Delaware; and
- (ii) Supreme Corporation ("Supreme"), which is incorporated under the laws of the State of South Carolina.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Supreme in accordance with the laws of the State of its incorporation and by PLP in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is PLP, which will continue its existence as said surviving corporation under the name "SLI Lighting Products, Inc." upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of PLP is to be amended and changed by reason of the merger herein certified by striking out Article I thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following Article:

Article I

The name of the corporation shall be SLI Lighting Products, Inc.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

1770 Commerce Park Drive, El Paso, Texas 79912

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Supreme consists of 100,000 shares of a par value of \$1.00 each.

Dated as of January 1, 2000.

Attest:

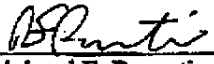
Power Lighting Products, Inc.

By: 
Richard F. Parenti,
Secretary

By: 
Frank M. Ward, Director and
Chief Executive Officer

Attest:

Supreme Corporation

By: 
Richard F. Parenti
Secretary

By: 
Frank M. Ward, Director and
Chief Executive Officer