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January 11, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-01/12/99-01036-002
*****35.00 *****35.00

Re: Motomco Ltd. Corporation

Dear Sir or Madam:

Enclosed for filing is an originally executed copy of the Articles of Amendment to the Articles of Incorporation of Motomco Ltd. Corporation. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

If you have any questions, please call the undersigned. Thank you for your assistance.

Very truly yours,

MICHAEL BEST & FRIEDRICH LLP

Thomas E. Klancnik
Thomas E. Klancnik

Enclosures

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Amended
FILED
JAN 12 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 29 1999

TLS

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MOTOMCO LTD. CORPORATION**

FILED
99 JAN 12 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted: Article Fifth of the Articles of Incorporation are hereby amended by deleting all of said Article Fifth and replacing it with the following:

Article Fifth. The aggregate number of shares which the corporation shall have authority to issue is Six Hundred (600) consisting of Sixty (60) shares of Class A common stock without par value, and Five Hundred Forty (540) shares of Class B common stock without par value. The relative rights, preferences and limitations of each class of common stock shall be identical in every respect, except that all voting rights shall be vested exclusively in the Class A common stock and each holder of Class A common stock shall be entitled to notice of all meetings of shareholders and shall be entitled to one vote per share for each share of Class A common stock held by such holder at such meeting of shareholders and in respect to any matter on which shareholders have a right to vote. The Class B common stock shall not have any voting rights (except as otherwise may be required by law) and a holder of Class B common stock shall not be entitled to receive notice of the meetings of shareholders of the corporation nor shall such holder be entitled to vote any such shares of Class B common stock at such meetings.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

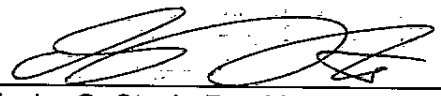
Each issued share of the corporation's stock shall automatically and without any action by the shareholder be exchanged for one (1) share of Class A common stock and nine (9) shares of Class B common stock.

THIRD: The date of each amendment's adoption: January 7, 1999.

FOURTH: Adoption of Amendment: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 7th day of January, 1999.

MOTOMCO LTD. CORPORATION

By: 

Malcolm G. Stack, President