

411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4497
414/277-5000
FAX 414/271-3552
<http://www.quarles.com>

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Quarles & Brady LLP

194000004388
November 13, 2000

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

Re: APW Tools and Supplies, Inc.
n/k/a Gardner Bender, Inc.

000003467890--4
-11/16/00--01086--002
*****87.50 *****35.00

Dear Sir/Madam:

Enclosed for filing are the following documents submitted on behalf of the above corporation:

1. Application by Foreign Corporation to File Amendment to Application for Authorization,
2. Certificate regarding name change issued by the Wisconsin Department of Financial Institutions, and
3. Our check in the amount of \$87.50 in payment of your filing fees.

Please return the Amended Certificate of Authority to me. A post-paid envelope is provided for your convenience.

Very truly yours,

Susan Lapinski
Susan T. Lapinski
Legal Assistant

STL:jms
Enclosures

130324.20921

cc: Anthony W. Asmuth, III, Esq. (w/o encls.)

QBMKE4639692.1

FILED
00 NOV 16 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*cc
K/C
11/28*

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

SECTION I (1-3 must be completed)

1. APW Tools and Supplies, Inc.

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Wisconsin

3. Date authorized to do business in Florida: 8/24/94

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?

9/21/00

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

Gardner Bender, Inc.

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

n/a

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

n/a

Anthony W. Asmuth III

Signature

Name and Title

Anthony W. Asmuth III, Secretary

October 24, 2000

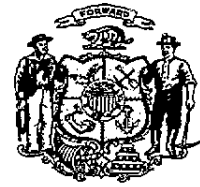
Date

FILED
00 NOV 16 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEMPLATE
1999

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator of the Division of Corporate & Consumer Services of the Department of Financial Institutions, do hereby certify that an amendment to the restated articles of incorporation of

APW TOOLS AND SUPPLIES, INC.

was filed with this department on SEPTEMBER 22, 2000 (effective date SEPTEMBER 21, 2000), changing the name of said corporation to the present name of

GARDNER BENDER, INC.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on November 2, 2000.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY: A handwritten signature in black ink, appearing to read "Patricia Weber".

