



**WPI**

**GROUP, INC.**

The WPI Family of Companies

1155 Elm Street  
Manchester, NH 03101  
USA

**F94000005893**

FILED  
98 APR 15 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 13, 1998

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

300002489623--2  
-04/15/98 --01058--016  
\*\*\*157.50 \*\*\*157.50

**RE: WPI Termiflex, Inc.**

Dear Sir or Madam:

Enclosed please find an Application By A Foreign Corporation To File Amendment To Application For Authorization To Transaction Business In Florida. I have also enclosed a check in the amount of \$157.50, made payable to "Department of State," as well as a Certificate of Existence from the NH Secretary of State's office evidencing the change of name in New Hampshire. The check is for the following:

1. \$35.00 filing fee;
2. \$105.00 for 2 Certified Copies of the Amendment; and
3. \$17.50 for 2 Certificates of Status.

These items should be returned to my attention at the address which appears at the top of the letter. If you have any questions, please do not hesitate to call.

Sincerely yours,

*Linda M. Race*  
Linda M. Race

/LMR

Enc.

APR 21, 1998  
N/C

VS APR 21 1998

**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.)

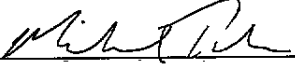
**SECTION I**  
(1 -3 MUST BE COMPLETED)

98 APR 15 AM 8:16  
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TALLAHASSEE, FLORIDA

1. WPI TERMIFLEX, INC.  
Name of corporation as it appears on the records of the Department of State
2. New Hampshire 3. November 15, 1994  
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 ? March 3, 1998
5. WPI OYSTER TERMIFLEX, INCORPORATED  
Name of corporation after the amendment, adding suffix "corporation" or "incorporated" or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."
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

 April 8, 1998  
Signature Date

Michael B. Tule Secretary  
Typed or printed name Title

*State of New Hampshire*  
*Department of State*

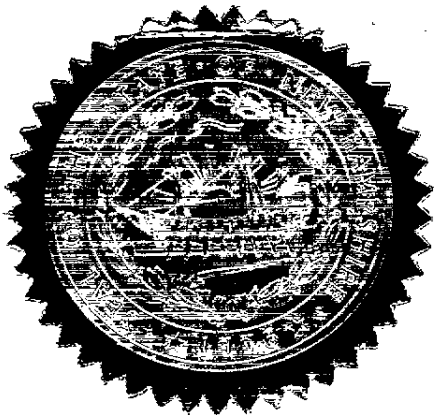
CERTIFICATE OF EXISTENCE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that WPI OYSTER TERMIFLEX, INC. (formerly WPI TERMIFLEX, INC.; formerly WPI ACQUISITION, INC.) is a New Hampshire corporation formed on January 25, 1994. I further certify that all fees and annual reports required by the Secretary of State's office have been received and that articles of dissolution have not been filed.

IN TESTIMONY WHEREOF, I hereto set  
my hand and cause to be affixed the  
Seal of the State of New Hampshire this  
31st day of March, 1998.

*William M. Gardner*

William M. Gardner  
Secretary of State



STATE OF NEW HAMPSHIRE

Filing Fee: \$35.00  
Use black print or type.  
Leave 1" margins both sides

Form No. 14  
RSA 293-A:10.06

ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION

MAR - 3 1998

WILLIAM D. LEONARD  
NEW HAMPSHIRE  
SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE  
UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS  
ARTICLES OF INCORPORATION.

FIRST: The name of the corporation is WPI Termiflex, Inc.

SECOND: The text of each amendment adopted is:

First: The name of the corporation is WPI Oyster Termiflex, Inc.

THIRD: If the amendment provides for an exchange, reclassification, or cancellation of issued  
shares the provisions for implementing the amendment(s) if not contained in the above amendment are:  
Not applicable.

FOURTH: The amendment(s) were adopted on February 5, 1998.

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF WPI TERMIFLEX, INC.

Form No. 14  
(Cont.)

FIFTH: (Check one)

- A. X The amendment(s) were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.
- B. \_\_\_\_\_ The amendment(s) were approved by the shareholders. (Note 1)

SIXTH: The number cast for the amendment(s) by each voting group was sufficient for approval by each voting group.

Dated: February 5, 1998

WPI TERMIFLEX, INC. (Note 2)

By  (Note 3)  
Signature of its Sole Director &  
Chief Executive Officer

Michael Foster  
Print or type name

- Notes: 1: All sections under "B." must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
- 2: Exact corporate name of corporation adopting articles of amendment.
- 3: Signature and title of person signing for the corporation. Must be signed by the chairman of the board of directors, president or another officer; or see RSA 293-A:1.20 (f) for alternative signatures.

Mail fee and ORIGINAL and ONE EXACT OR CONFORMED COPY to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989.