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PEARL PROFESSIONAL CORPORATION

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ASSOCIATE ATTORNEY

August 2, 2000

FEDERAL EXPRESS

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Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Exide Electronics International Corporation

Dear Sir or Madam:

I have enclosed for filing on behalf of Exide Electronics International Corporation an Amended Certificate of Authority, in which the company changes its name to Powerware International, Inc. I have also enclosed a certified copy of the Certificate of Amendment as filed with the Delaware Secretary of State and a check for \$35.00 to cover the filing fee. Please send me evidence of the filing of this application.

Sincerely yours,



Jennifer Borges
Legal Assistant

JB:lt
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -3 AM 11:14

pjt/letters/sosFL

N/C

V. SHEPARD AUG 9 2000

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
00 AUG -3 AM 11:14

SECTION I (1-3 must be completed)

1. Exide Electronics International Corp.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: April 3, 1995

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?

February 22, 1999

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

Powerware International, Inc.

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

No change

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

No change

Pamela J. Turner, Assistant Secretary August 1, 2000
Signature Date
Name and Title

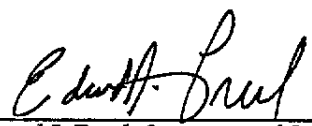
State of Delaware
Office of the Secretary of State

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 AMENDMENT OF "EXIDE ELECTRONICS INTERNATIONAL CORP.", CHANGING ITS NAME FROM "EXIDE ELECTRONICS INTERNATIONAL CORP." TO "POWERWARE INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1999, AT 11:30 O'CLOCK A.M.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0586867
DATE: 07-27-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

EXIDE ELECTRONICS INTERNATIONAL CORP. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

1. That the Board of Directors of the Corporation, desiring to amend the Certificate of Incorporation of the Corporation, has adopted the following resolution by unanimous written consent in accordance with the provisions of Section 141(f) of the General Corporation Law of Delaware:

RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to change the name of the Corporation, and as so amended, shall read in its entirety as follows:

"FIRST: The name of the corporation (the 'Corporation') is Powerware International, Inc."

2. The resolution amending the Certificate of Incorporation of the Corporation was duly adopted by written consent of the sole stockholder of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, and written notice of the adoption of such resolution has been given as provided by Section 222 of the General Corporation Law to every stockholder entitled to such notice.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Certificate of Incorporation to be signed by Thomas Gutierrez, its President, and attested by Edgar P. DeVyllder, its Secretary, this 18th day of February, 1999.

By: _____

Thomas Gutierrez,
Its President

Attest:

By: _____

Edgar P. DeVyllder,
Its Secretary