

F95000005563
TAE DELAWARE, INC.

April 4, 2001

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

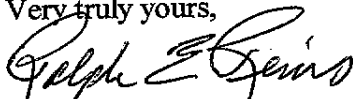
FILED
01 APR -9 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

FET # 38-3260209

In connection with the sale of substantially all of its assets, Mr. Bracket, Inc. changed its name to TAE Delaware, Inc. on December 1, 1999. Enclosed please find the Certificate of Amendment to the Certificate of Incorporation of Mr. Bracket, Inc. Also enclosed please find an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, executed by TAE Delaware, Inc. It is our understanding that TAE Delaware, Inc. will not be required to file a 2001 UBR. If you have any questions, please do not hesitate to contact me at 248-204-8600. We are also enclosing a check for \$70 to cover the two filing fees (name change and withdrawal of authority).

Very truly yours,


Ralph E. Reins
Vice President

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*****70.00 *****35.00

NC
4-18-01
BMS

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)

1. MR. BRACKET, INC.

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

2. DELAWARE

Incorporated under laws of

3. NOVEMBER 14, 1995

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? DECEMBER 1, 1999

5. TAE DELAWARE, INC.

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

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

New Duration

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

New Jurisdiction

Ralph E. Reins
Signature

APRIL 2, 2001
Date

RALPH E. REINS
Typed or printed name

VICE PRESIDENT
Title

FILED
01 APR -9 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "MR. BRACKET, INC.", CHANGING ITS NAME FROM "MR. BRACKET, INC." TO "TAE DELAWARE, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 1999, AT 2:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2553216 8100

AUTHENTICATION: 1036610

010139905

DATE: 03-21-01

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

FIRST: That at a meeting of the Board of Director of Mr. Bracket, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Articles thereof number "1" so that, as amended, said Articles shall be and read as follows:

"The name of the corporation is TAE Delaware, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

By: JE Thomas
James E. Thomas, Vice President