



F96000005729

ACCOUNT NO. : 072100000032

REFERENCE : 538242 4326408

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 35.00

FILED
2002 APR 23 AM 10:19
TALLAHASSEE, FLORIDA

ORDER DATE : April 19, 2002

ORDER TIME : 9:35 AM

ORDER NO. : 538242-010

CUSTOMER NO: 4326408

300005325729--1

CUSTOMER: Susan A. Paoletti, Esq
Coughlin & Gerhart, LLP
20 Hawley Street
P.O. Box 2039
Binghamton, NY 13902-2039

FOREIGN FILINGS

NAME: VECTRON INTERNATIONAL OF
NORWALK, INC.

XX PROFIT

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
02 APR 23 AM 10:21
DEPARTMENT OF STATE
DIVISION OF COMMERCE
TALLAHASSEE, FLORIDA

N.C.
C. Coullatte APR 23 2002

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)

F96000005729

Document Number of Corporation (If known)

FILED
2002 APR 23 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Vectron International Norwalk, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. November 4, 1996

(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? April 16, 2002

5. Vectron International, 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.


NO

(New duration)

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

NO

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Peter J. Marshall

(Typed or printed name)

4-17-02
Secretary

(Date)

(Title)

Delaware

PAGE 1

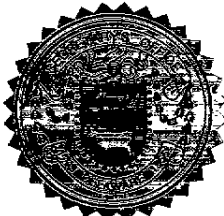
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VECTRON INTERNATIONAL NORWALK, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "VECTRON INTERNATIONAL, INC.", THE SIXTEENTH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2304222 8320

020252296

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1732780

DATE: 04-19-02