

F960000006418



ACCOUNT NO. : 072100000032

REFERENCE : 440162 4805411

AUTHORIZATION *Return Pp*

COST LIMIT : \$ 70.00

ORDER DATE : June 24, 1997

ORDER TIME : 12:33 PM

ORDER NO. : 440162-005

CUSTOMER NO: 4805411

900002223879--5

CUSTOMER: Mr. Michael Flynn
Reboul Macmurray Hewitt
45 Rockefeller Plaza

New York, NY 10111

FOREIGN FILINGS

NAME: CALUMET MT ACQUISITION CORP.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

FILING 35
R. AGENT
CERT. COPY
CUS
OVERPAYMENT
TOTAL 35

CONTACT PERSON: Tonya C. Holliday

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 26 PM 1:20

RECEIVED

97 JUN 26 PM 1:08
DIVISION OF CORPORATIONS

X02250, 00502, 00672

*NIC Amend
Sp 7/7/97*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: CALUMET MT ACQUISITION CORP.
Ref. Number: F96000006418

RESUBMIT

Please give original
submission date as file date.

We have received your document for CALUMET MT ACQUISITION CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 797A00034011

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. Calumet MT Acquisition Corp.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under the laws of
3. December 9, 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? June 10, 1997
5. Mobil Tech, 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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

J. Daniel Snyder
Signature
J. Daniel Snyder
Typed or printed name

June 18, 1997
Date
President
Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 26 PM 1:20

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 "CALUMET MT ACQUISITION
CORP.", CHANGING ITS NAME FROM "CALUMET MT ACQUISITION CORP." TO
"ARCO TECH. INC." FILED IN THIS OFFICE ON THE TENTH DAY OF
OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO
THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2654572 H100

9211892 76

AUTHENTICATION:

8504146

DATE:

06-10-97

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
CALUMET MT ACQUISITION CORP.

Calumet MT Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: that the following resolution was duly adopted by unanimous written consent of the Board of Directors of the Corporation, setting forth a proposed amendment to the amended Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and directing that such amendment be submitted to the stockholders of the Corporation for their approval. The resolution is as follows:

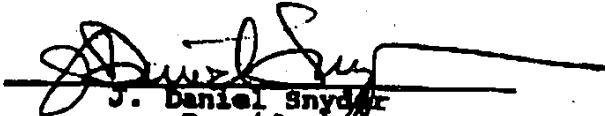
"RESOLVED that there is hereby adopted an amendment to the Corporation's amended Certificate of Incorporation pursuant to which the name of the Corporation shall be changed to Mobil Tech, Inc. and, in connection with such change, Article FIRST of the amended Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

'FIRST: The name of the Corporation is Mobil Tech, Inc.'

RESOLVED that the Board of Directors declares the foregoing amendment to the Corporation's amended Certificate of Incorporation to be advisable and directs that the amendment be submitted to the stockholders of the Corporation for their approval pursuant to Section 242(b) of the General Corporation Law of the State of Delaware."

SECOND: that the amendment of the amended Certificate of Incorporation effected by this Certificate was duly authorized by the holders of a majority of the outstanding capital stock of the Corporation entitled to vote thereon, after having been declared advisable by the Board of Directors of the Corporation, all in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and that written notice has been given as provided in such Section.

IN WITNESS WHEREOF, Calumet MT Acquisition Corp. has caused this certificate to be signed by J. Daniel Snyder, its President, on this 9th day of June, 1997.


J. Daniel Snyder
President