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September 8, 1998

VIA FEDERAL EXPRESS

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

200002635282--1  
-09/09/98-01051--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: TDC Acquisition Corp.


Dear Sir or Madam:

Enclosed for filing by your office are duplicate original Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for TDC Acquisition Corp. The amendment changes the name of the corporation to HUF COR Durkee Inc. Also enclosed is a \$35 check to cover the file fee. Please return a file-stamped original to me in the self-addressed stamped envelope provided.

Thank you for your assistance with this filing.

Very truly yours,

MICHAEL BEST & FRIEDRICH LLP

  
Suzanne M. Benevenga  
Paralegal

Enclosures  
cc: John D. Emory, Esq.

t:\xf\clienta\46050\0001\skb4073.w52\09/08/98

FILED  
98 SEP -9 PM 5:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name Change  
LFS  
9-17-98

**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)**

FILED  
98 SEP -9 PM 5:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. TDC Acquisition Corp.  
Name of corporation as it appears on the records of the Department of State.
2. Wisconsin 3. May 6, 1998  
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? August 3, 1998
5. HUFCOR Durkee Inc.  
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

Frank R. Scott  
Signature

7-28-98  
Date

Frank R. Scott  
Typed or printed name

Secretary  
Title

DFI/CCS/Corp  
Fm 38 (7/96)

United States of America

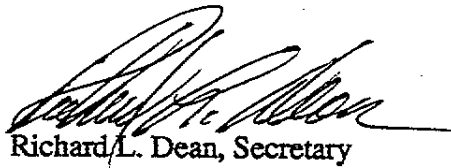
State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
the official seal of the Department.



  
Richard L. Dean, Secretary  
Department of Financial Institutions

Department of Financial Institutions

DATE:

SEP 4 1998

BY:



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 SEP -9 PM 5:04

FILED

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RECEIVED

APR 14 1998

WISCONSIN  
DFJ

## ARTICLES OF INCORPORATION

OF

TDC ACQUISITION CORP.

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as incorporator of the corporation under Chapter 180 of the Wisconsin Business Corporation Law, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is TDC Acquisition Corp.

ARTICLE II

The aggregate number of shares which the corporation shall have authority to issue is Nine Thousand (9,000) consisting of one class only of common stock with a par value of \$1.00 per share.

ARTICLE III

The name and address of the initial registered agent and registered office of the corporation are Frank J. Pelisek, 100 East Wisconsin Avenue, Suite 3300, Milwaukee, Wisconsin 53202-4108.

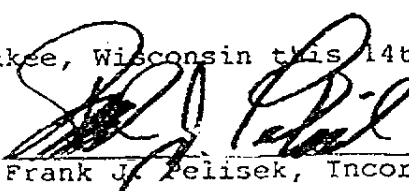
ARTICLE IV

The number of directors constituting the Board of Directors of the corporation shall be fixed by or in the manner provided by the by-laws.

ARTICLE V

The name and address of the incorporator are Frank J. Pelisek, 100 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-4108.

Dated at Milwaukee, Wisconsin this 14th day of April, 1998.

  
Frank J. Pelisek, Incorporator

This instrument was drafted by and is returnable to:

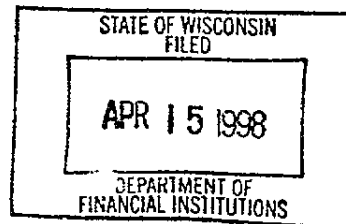
Frank J. Pelisek, Esq.  
Michael Best & Friedrich LLP  
100 East Wisconsin Avenue  
Suite 3300  
Milwaukee, Wisconsin 53202  
414-271-6560

ACCT# 0000001522 CLASS CODE 340  
TRX# 0000837591 \$25.00  
ACCT# 0000001522 CLASS CODE 310  
TRX# 0000837590 \$90.00

ARTICLES OF  
INCORPORATION

\$90.00 AP

\$25.00 Expedite



Frank Pelisek

Michael, Best & Friedrich

100 E Wisconsin Ave

Milwaukee WI 53202

01 T028075

RECEIVED

AUG 14 1998

WISCONSIN  
DFI

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
TDC ACQUISITION CORP.

ARTICLES OF  
AMENDMENT

TDC Acquisition Corp., a corporation organized and existing under Chapter 180 of the Wisconsin Statutes, does hereby certify that the existing Articles of Incorporation were duly amended to read as follows:

Article I

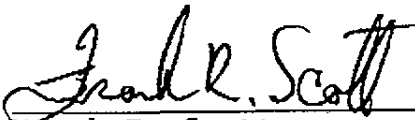
The name of the corporation shall be HUFCOR Durkee  
Inc. OK

This amendment will not effect an exchange, reclassification or cancellation of the issued shares of the corporation.

The foregoing Articles of Amendment to the Articles of Incorporation were adopted on August 3<sup>rd</sup>, 1998 by consent of the Shareholders and Board of Directors in accordance with Section 180.1003, Wis. Stats.

Dated this 3<sup>rd</sup> day of August, 1998.

By:

  
Frank R. Scott  
Secretary

This document was drafted by and is returnable to:

John D. Emory, Esq.  
Michael Best & Friedrich LLP  
100 East Wisconsin Avenue  
Milwaukee, WI 53202  
(414) 271-6560

\$ 40.00 + \$ 25.00

Gap

**ARTICLES OF  
AMENDMENT**

*Chap. 180*

*Name Change*

