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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F99000003799

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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-05/11/00--01066--022
*****35.00 *****35.00

CORPORATION(S) NAME

Name Change
Amend

Meissner + Wurst U.S. Operations, Inc.
Changing name to:
M+W Zander U.S. Operations, Inc.

( ) Profit ( ) NonProfit ( ) Limited Liability Company	(X) Amendment	( ) Merger
( ) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement ( ) Limited Liability Partnership	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fictitious Name
( ) Certified Copy	( ) Photo Copies	( ) CUS
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CONNIE BRYAN

CR2E031 (1-89)

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

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TALLAHASSEE, FLORIDA

SECTION I

1. The name of the corporation as it appears within the records of the Department of State is Meissner + Wurst U.S. Operations, Inc.

2. The corporation is incorporated under the laws of Delaware.

3. The date the corporation was authorized to transact business in Florida is July 26, 1999.

SECTION II

4. This amendment is to change the name of the corporation from Meissner + Wurst U.S. Operations, Inc. to M+W Zander U.S. Operations, Inc. An Amendment to the Certificate of Incorporation of Meissner + Wurst U.S. Operations, Inc. changing its corporate name to M+W Zander U.S. Operations, Inc. was filed with the Delaware Secretary of State on October 20, 1999.

5. This application is accompanied by a certified copy of the Certificate of Incorporation and Articles of Amendment to the Certificate of Incorporation issued by the Delaware Secretary of State evidencing the name change.

Date: May 9, 2000

M+W ZANDER U.S. OPERATIONS, INC.,
a Delaware corporation

By: Timothy H Ramsey
Title: CEO

State of Delaware

Office of the Secretary of State

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 "MEISSNER+WURST U.S. OPERATIONS, INC.", CHANGING ITS NAME FROM "MEISSNER+WURST U.S. OPERATIONS, INC." TO "M+W ZANDER U.S. OPERATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

Edward J. Freel, Secretary of State

2649293 8100

001226458

AUTHENTICATION: 0417715

DATE: 05-03-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 10/20/1999
991444819 – 2649293

CERTIFICATE OF AMENDMENT TO

THE CERTIFICATE OF INCORPORATION OF

MEISSNER+WURST U.S. OPERATIONS, INC.

It is hereby certified that:

1. The name of the corporation is Meissner+Wurst U.S. Operations, Inc. (the "Corporation").

2. Article 1 of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

   1. Name. The name of the corporation is M+W Zander U.S. Operations, Inc. (the "Corporation").

3. The amendment of the Certification of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed and attested to on the 14 day of October, 1999.

MEISSNER+WURST U.S. OPERATIONS, INC.

By: Timothy H Ramsey
Timothy H. Ramsey
President

State of Delaware

Office of the Secretary of State

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 INCORPORATION OF "MEISSNER+WURST U.S. OPERATIONS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 1996, AT 9 O'CLOCK A.M.

Edward J. Freel, Secretary of State

2649293 8100

001224653

AUTHENTICATION: 0416001

DATE: 05-03-00

CERTIFICATE OF INCORPORATION

OF

MEISSNER+WURST U.S. OPERATIONS, INC.

THE UNDERSIGNED, acting as the incorporator of a corporation under and in accordance with the General Corporation Law of the State of Delaware, hereby adopts the following Certificate of Incorporation for such corporation:

1. Name. The name of the corporation is Meissner+Wurst U.S. Operations, Inc. (the "Corporation").

2. Duration. The Corporation is to have perpetual existence.

3. Purpose. The Purpose for which the Corporation is organized is to engage in any and all lawful acts and activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

4. Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1,000 with the par value of $.01 per share. All of such shares shall be designated "Common Stock."

5. Registered Office, Agent. The registered office of the Corporation is to be located at 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company. The county of New Castle.

6. Incorporator. The name and address of the incorporator is as follows:

M. E. Kragie
Winstead Sechrest & Minick P.C.
100 Congress, Suite 800
Austin, Texas 78701

7. Initial Directors. The powers of the incorporator shall terminate upon the filing of this certificate and the following persons shall serve as directors of the corporation until his successor is duly elected and qualified:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/01/1996
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Helmut Laub
Rossbachstrasse 38
7049 Stuttgart, Germany

Patrick O'Shea
4405 Arrowest Drive
Colorado Springs, CO 80907

Jurgen Giessmann
Rossbachstrasse 38
70499 Stuttgart, Germany

Norbert Loch
901 Mopac Expressway South
Building 4, Ste. 200
Austin, Texas 78746

Robert Falciani
901 Mopac Expressway
Building 4, Ste. 200
Austin, Texas 78746

9. Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), liability, loss, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the fullest extent permitted by either (i) any applicable law in effect on the date of incorporation of the Corporation, or (ii) any law which becomes effective during the existence of the Corporation and which is applicable to it.

10. By-Laws. In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

11. Election of Directors. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 1st day of August, 1996.

INCORPORATOR

M.E. Kragie

M.E. Kragie

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