F99000005663

MICHAEL BEST & FRIEDRICH LLP
Attorneys at Law

One South Pinckney Street
Madison, WI 53703
FAX (608) 283-2275
Telephone (608) 257-3501

Offices in:
Milwaukee, Wisconsin
Manitowoc, Wisconsin
Chicago, Illinois
(Michael Best & Friedrich (Illinois))

Member: Lex Mundi,
A Global Network of more than
150 Independent Firms
www.mbf-law.com

Author: Kelly A. Teelin
Writer's Direct Line: (608) 283-0132
Email: kateelin@mbf-law.com

May 15, 2001

100004287091--4
-05/22/01--01054--003
*****35.00 *****35.00

Via Certified Mail,
Return Receipt Requested
7000 0520 0013 8603 0139

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 22 AM 11:29

Re: Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed please find one original Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida (the "Application") prepared on behalf of ABS Global, Inc. Attached to the Application is an original certificate evidencing the corporate name change issued by the Delaware Secretary of State and a check for $35.00 in payment of the filing fee.

If you have any questions, please do not hesitate to contact me.

Sincerely,

MICHAEL BEST & FRIEDRICH LLP

Kelly A. Teelin

Kelly A. Teelin
Paralegal

N/c

Enclosures
Q:\CLIENT\010241\0057\B0069397

V. SHEPARD MAY 30 2001

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 22 AM 11:29

SECTION I (1-3 must be completed)

1. Genus, Inc.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: November 2, 1999

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?

November ~~28~~ 2, 2000

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

ABS Global, Inc.

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

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

James O. Weber
Signature
Name and Title
James O. Weber, Chief Operating Officer

February 28, 2001
Date

State of Delaware

Office of the Secretary of State

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 "GENUS, INC.", CHANGING ITS NAME FROM "GENUS, INC." TO "ABS GLOBAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2000, AT 10:30 O'CLOCK A.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3099414 8100

010166468

AUTHENTICATION: 1087802

DATE: 04-19-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 11/22/2000
001587295 – 3099414

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION OF

GENUS, INC.

*****

Adopted in accordance with the provisions
of §242 of the General Corporation Law
of the State of Delaware

*****

L.D. Fairall, being the duly elected Secretary of Genus, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That the Company filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on September 21, 1999 (the "Certificate of Incorporation").

SECOND: That the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article One in its entirety and substituting in lieu thereof a new Article 1 to read as follows:

<u>ARTICLE ONE</u>

The name of Corporation is ABS Global, Inc.

THIRD: That the Board of Directors of the Corporation approved the foregoing amendment by unanimous written consent pursuant to the provisions of Section

141(f) and 242 of the General Corporation Law of the State of Delaware and directed that such amendment be submitted to the stockholders of the Corporation entitled to vote thereon for their consideration, approval and adoption thereof.

FOURTH: That the stockholders entitled to vote thereon approved the foregoing amendment by written consent in accordance with Section 228 and 242 of the General Corporation Law of the State of Delaware.

* * * * *

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Certificate of Incorporation of the Corporation is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set his hand this 20 day of November, 2000

Genus, Inc., a Delaware corporation

By: L.D. Fairall

Its: Secretary