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# COR AMND/RESTATE/CORRECT OR O/D RESIGN GOODRICH LIGHTING SYSTEMS, INC.

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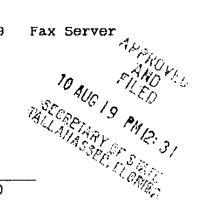
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# Articles of Amendment to **Articles of Incorporation** of



# GOODRICH LIGHTING SYSTEMS, INC. (Name of Corporation as currently filed with the Florida Dept. of State)

G64989 (Document Number of Corporation (if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following

ne must contain the word "chartered," "p	the designation "Corp," "I	" "company," or "incorporated nc," or "Co". A professional co r the abbreviation "P.A."
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	and title, name, and address of ditional sheets, if necessary)	each Officer and/or Director being	z added:
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provisi		change, reclassification, or cancella adment if not contained in the amo	
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The date of each amendmen	t(s) adoption: March 7, 2005
Effective date <u>if applicable</u> :	March 7, 2005 (date of adoption is required)
	(no more than 90 days after amendment file date)
Adoption of Amendment(s)	(CHECK ONE)
<del></del>	ere adopted by the shareholders. The number of votes cast for the amendment(s) ere sufficient for approval.
	ere approved by the shareholders through voting groups. The following statement ed for each voting group entitled to vote separately on the amendment(s):
"The number of votes	cast for the amendment(s) was/were sufficient for approval
by	)1
,	(voting group)
The amendment(s) was/we action was not required.	ere adopted by the board of directors without shareholder action and shareholder
The amendment(s) was/we action was not required.	ere adopted by the incorporators without shareholder action and shareholder
Dated_Aug	ust 5, 2010
Signature_	Und on fulled
sel	y a director, president or other officer — if directors or officers have not been ected, by an incorporator — if in the hands of a receiver, trustee, or other court pointed fiduciary by that fiduciary)
	Vincent M. Lichtenberger
	(Typed or printed name of person signing)
	Secretary
	(Title of person signing)

#### E. If amending or adding additional Articles, enter change(s) here:

Article IV - Capital Stock

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be as follows:

Common Stock - Class A - 30,000 shares with a par value of \$0.01 per share

Common Stock -: Class B -- 10,000 shares with a par value of \$0.01 per share

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services as a just valuation to be fixed by the incorporators, or by the board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the above-mentioned Class A common stock, and further, the Class B common stock shall be non-voting stock.

# GOODRICH LIGHTING SYSTEMS, INC. ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

WE, THE UNDERSIGNED, being all of the Directors of GOODRICH LIGHTING SYSTEMS, INC., a Florida corporation (the "Company"), do hereby adopt the resolutions set forth below:

#### AMENDMENT OF ARTICLES OF INCORPORATION.

RESOLVED, that the Articles of Incorporation of the Company be amended by changing Article IV thereof, effective immediately, so that, as amended, said Article shall be and read as follows:

Article IV - Capital Stock

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be as follows:

Common Stock - Class A - 30,000 shares with a par value of \$0.01 per share

Common Stock - Class B - 10,000 shares with a Par value of \$0.01 per share

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the above-mentioned Class A common stock, and further, the Class B common stock shall be non-voting stock.

FURTHER RESOLVED, that the officer of the Company, be and they hereby are, authorized and directed, for and on behalf of the Company, to execute and deliver Articles of Amendment to the Company's Articles of Incorporation, and to file such Articles with the Secretary of State of the State of Florida, and to execute and deliver any and all such other documents, instruments or certificates, and to do all such acts and things, as are, on the consultation with legal counsel, deemed necessary and appropriate in order to carry out the purpose and intent of the foregoing resolutions, and taking of such actions to be deemed conclusive evidence of the exercise of the discretionary authority hereby conferred.

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent as of this  $7^{th}$  day of March, 2005.

### GOODRICH LIGHTING SYSTEMS, INC. ACTION BY UNANIMOUS WRITTEN CONSENT OF THE SOLE SHAREHOLDER

THE UNDERSIGNED, being the sole shareholder of GOODRICH LIGHTING SYSTEMS, INC., a Florida corporation (the "Company"), do hereby adopt the resolutions set forth below:

#### AMENDMENT OF ARTICLES OF INCORPORATION.

RESOLVED, that the Articles of Incorporation of the Company be amended by changing Article IV thereof, effective immediately, so that, as amended, said Article shall be and read as follows:

#### Article IV - Capital Stock

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be as follows:

Common Stock - Class A - 30,000 shares with a par value of \$0.01 per share

Common Stock – Class B – 10,000 shares with a Par value of \$0.01 per share

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the above-mentioned Class A common stock, and further, the Class B common stock shall be non-voting stock.

FURTHER RESOLVED, that the officer of the Company, be and they hereby are, authorized and directed, for and on behalf of the Company, to execute and deliver Articles of Amendment to the Company's Articles of Incorporation, and to file such Articles with the Secretary of State of the State of Florida, and to execute and deliver any and all such other documents, instruments or certificates, and to do all such acts and things, as are, on the consultation with legal counsel, deemed necessary and appropriate in order to carry out the purpose and intent of the foregoing resolutions, and taking of such actions to be deemed conclusive evidence of the exercise of the discretionary authority hereby conferred.

IN WITNESS WHEREOF, the undersigned has executed this Action by Unanimous Written Consent as of this  $7^{th}$  day of March, 2005.

GOODRICH CORPORATION

Kenneth L. Wagner, Assistant Secretary