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00 NOV 30 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 914160 4373417
AUTHORIZATION : Patricia Pigute
COST LIMIT : \$ 43.75

ORDER DATE : November 30, 2000

ORDER TIME : 10:43 AM

ORDER NO. : 914160-010 **PLEASE FILE 2ND****

CUSTOMER NO: 4373417

CUSTOMER: Mr. James L. Simpson
Shack & Siegel, P.c.
530 Fifth Avenue
16th Floor
New York, NY 10036-5101

100003481491--2

DOMESTIC AMENDMENT FILING

NAME: WELNODIS CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156
EXAMINER'S INITIALS:

RECEIVED
00 NOV 30 AM 11:31
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

N.C.
G. COULLETTE NOV 30 2000

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WELNODIS CORPORATION.**

I, Andrew F. Roake, the sole director of **WELNODIS CORPORATION** (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, do hereby certify as follows:

1. The name of the Corporation is **Welnodis Corporation** and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Florida on May 18, 2000.

2. The Certificate of Incorporation of the Corporation is hereby amended by deleting paragraph **FIRST** in its entirety and substituting in lieu and in place thereof the following:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is Welbilt Corporation."

3. This amendment is hereby duly adopted by the sole incorporator in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act this 14th day of November, 2000.

4. This amendment was adopted without shareholder action, and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has signed this Certificate this 14th day of November, 2000.

WELNODIS CORPORATION



Andrew F. Roake

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