LAW OFFICE OF HOWARD F. SCOTT, P.A.
10800 BISCAYNE BOULEVARD, SUITE 610, MIAMI, FLORIDA 33161 * PHONE (305)892-4554 - FACSIMILE (305)892-4580

P02000020757

March 25, 2002

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

Re: North America, Inc.
Document #P02000020757

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-03/27/02--01080--008
*****35.00 *****35.00

To Whom It May Concern:

Enclosed herewith please a Certificate of Amendment to the Articles of Incorporation of North America, Inc. changing the name of the Corporation to "HERON ELECTRIC NORTH AMERICA, INC."

Also enclosed is check #2421 in the amount of $35.00 payable to Department of State to effect this name change effective as of the date of filing in the office of the Secretary of State.

After filing, please send a certified copy of the Certificate of Amendment to the undersigned.

FILED
02 MAR 27 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, please ~~don't~~ hesitate to contact our office.

Sincerely,

Howard F. Scott, Esq.

HFS/ng
Enclosure

P02000020757
3-27-02

**CERTIFICATE OF AMENDMENT**

**TO**

**ARTICLES OF INCORPORATION**

**OF**

**NORTH AMERICA, INC.**

FILED
02 MAR 27 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President and Secretary of North America, Inc., a Florida Corporation, do hereby certify that the following is a true and correct copy of a resolution unanimously adopted by the Stockholders and the Board of Directors of said Corporation at a special Meeting of the Stockholders and the Board of Directors, in person, which meeting as duly called in conformity with the bylaws of the Corporation and was held in the City of Miami, in the State of Florida, on the 12th day of March, 2002:

RESOLVED, that the Articles of Incorporation of North America, Inc. be amended by a Certificate of Amendment prepared in accordance with the applicable statues, effective as of the date of filing in the office of the Secretary of State of the State of Florida, and signed by the President and Secretary of this Corporation. Said Articles, I, II, and III of said Articles of Incorporation to read as follows:

ARTICLE I

The name of this Corporation shall be HERON ELECTRIC NORTH AMERICA, INC.

RESOLVED, FURTHER that said officers, acting for and on behalf of, and in the name of the Corporation, shall be, and hereby are authorized and directed to take any and all actions and do any and all things necessary and appropriate to fully effectuate the foregoing resolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of March, 2002.

Richard A. Jones, Secretary