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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
STERNDRIIVE ENGINEERING, INC.**

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T. LEMIEUX

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
STERNDRIVE ENGINEERING, INC.**

The undersigned, as President of STERNDRIVE ENGINEERING, INC., does hereby certify that the amendment provided for herein was adopted by the stockholders on the 30 day of May, 2012.

1. Name of Corporation: STERNDRIVE ENGINEERING, INC.
2. Document Number: The document number of the Corporation is P03000154054.
3. Amendment Adopted: ARTICLE IV is hereby amended and restated to read as follows:

**"ARTICLE IV – Capital Stock**

The corporation is authorized to issue 10,000 shares of common stock ("Common Stock"). The par value of each share of stock shall be one cent (\$0.01). Of the Common Stock, 1,000 shares shall be designated Voting Common Stock and 9,000 shares shall be designated Non-Voting Common Stock. Each of the said shares of Voting Common Stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. There shall be no other differences in the rights of such Common Stock."

4. Stockholder Approval: All of the stockholders entitled to vote on this Amendment approved such Amendment.

5. Other Provisions: All other articles and provisions of the Articles of Incorporation as originally filed on December 19, 2003, effective January 1, 2004, shall remain the same.

The undersigned has executed these Articles of Amendment on the 30 day of May, 2012.

STERNDRIVE ENGINEERING, INC.

By: Gregory B. Pickren

Gregory B. Pickren, President

#597289

**Prepared By:**

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