

P/9656

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January 13, 1997

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VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: H Enterprises International, Inc.
now known as Wabash Corporation
File No. 23610-22

Dear Sir/Madam:

Enclosed for filing are the original and one copy of an Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida for H Enterprises International, Inc., now known as Wabash Corporation. A certified copy of the name change amendment from the State of Delaware is also enclosed.

Please file the amendment, prepare a certified copy of same, and prepare two certificates of status for Wabash Corporation. A check in the amount of \$105 is enclosed to cover the following fees:

\$35.00 filing fee
\$52.50 for one certified copy
\$17.50 for two certificates of status
\$105.00

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-01/14/97-01146--002
****105.00 ****105.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 14 AM 9:19

JAN 21 1997
MC

Secretary of State
Division of Corporations
January 13, 1997
Page 2

Please return the documents to the undersigned by overnight Federal Express mail. A completed Federal Express label with our account number on it is enclosed for your convenience.

If you have any questions, please call. Thank you.

Very truly yours,

LEONARD, STREET AND DEINARD

By



Gail E. Partlow
Paralegal

/gep
Encs.

cc: Morris M. Sherman
James R. Frey
David G. Baratti

100% COTTON FIBER
BOND

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 14 AM 9:19

SECTION I (1-3 must be completed)

1. H Enterprises International, 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: 6/15/88

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?

March 10, 1994

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

Wabash Corporation

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

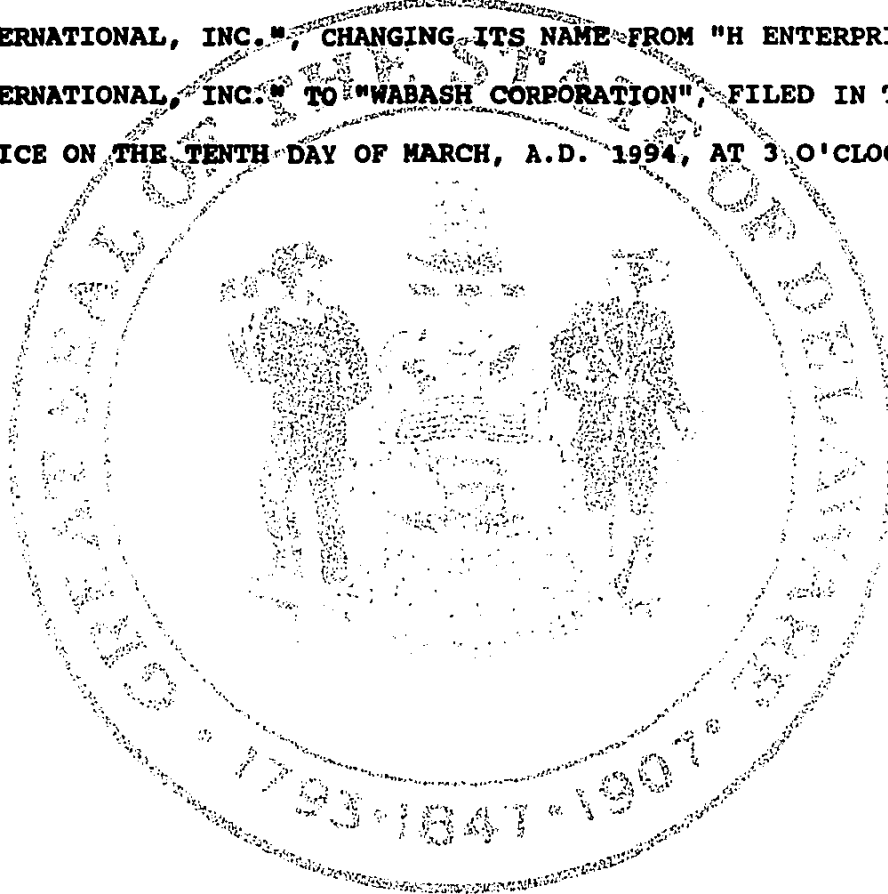
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

James R. Frey
Signature
Name and Title
James R. Frey, Secretary

1/10/97
Date

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "H ENTERPRISES INTERNATIONAL, INC.", CHANGING ITS NAME FROM "H ENTERPRISES INTERNATIONAL, INC." TO "WABASH CORPORATION", FILED IN THIS OFFICE ON THE TENTH DAY OF MARCH, A.D. 1994, AT 3 O'CLOCK P.M.



Edward J. Freel
Edward J. Freel, Secretary of State

2045074 8100

971010346

AUTHENTICATION:

DATE:

8280849

01-10-97

H ENTERPRISES INTERNATIONAL, INC.**CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION
CHANGING CORPORATE
NAME TO WABASH CORPORATION**

3-10-94

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, H Enterprises International, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, in accordance with the provisions of Section 103 thereof, DOES HEREBY CERTIFY:

That in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation on March 9, 1994 adopted, and the stockholders of the Corporation approved, the following resolution amending the Certificate of Incorporation of the Corporation to change the name of the corporation to "Wabash Corporation."

"BE IT RESOLVED, that Article 1 of the Certificate of Incorporation of this Corporation shall be amended and restated to read as follows: 'The Name of the Corporation is Wabash Corporation.'"


The foregoing Amendment has been duly adopted and approved in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the officers named below, acting for and on behalf of H Enterprises International, Inc., have executed this Certificate of Amendment on this 9th day of March, 1994.

H ENTERPRISES INTERNATIONAL, INC.

By

Its


Chairman

ATTEST:

By

Its Secretary

