

P21078

WOMBLE
CARLYLE
SANDRIDGE
& RICE
A PROFESSIONAL LIMITED
LIABILITY COMPANY

200 West Second Street
Winston-Salem, NC 27101

Mailing Address:
Post Office Drawer 84
Winston-Salem, NC 27102
Telephone: (336) 721-3600
Fax: (336) 721-3660

Marie Rodden, Legal Assistant
Direct Dial: (336) 721-3784
Direct Fax: (336) 733-8471
E-mail: MRodden@wcsr.com

October 5, 1998

Office of the Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32399

200002659022--2
-10/08/98--01044--005
*****35.00 *****35.00

Re: The Budd Group, Inc.

Dear Sir or Madam:

Please find enclosed for filing one executed and two copies of an Application for Amended Certificate of Authority regarding The Budd Group, Inc. Also enclosed is our firm check in the amount of \$35.00 is enclosed for your filing fee.

We would appreciate your returning to us a file stamped copy of the application in the enclosed, self-addressed, postage paid envelope. Thank you.

Sincerely,

Marie S. Rodden

Marie S. Rodden
Paralegal

MSR/
Enclosures

cc: William J. Walsh (w/out encls.)

~~698-23157~~
N/c

FILED
98 OCT 29 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1998

MARIE S. RODDEN
WOMBLE, CARLYLE, ET AL
POST OFFICE DRAWER 84
WINSTON-SALEM, NC 27102

SUBJECT: BUDD SERVICES, INC.
Ref. Number: P21078

We have received your document for BUDD SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 398A00050720

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October 26, 1998

Ms. Velma Shepard, Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

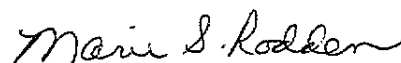
Re: Budd Services, Inc.
Ref.Number: P21078

Dear Ms. Shepard:

As a follow-up to your letter of October 13, 1998, please find enclosed a certified copy of the Articles of Amendment regarding the name change of Budd Services, Inc. to The Budd Group, Inc. Also, as requested, please find enclosed a copy of your October 13 letter and the documents which you returned with your letter. Please return a file stamped copy of our application as acknowledgment of the filing. A self-addressed, postage paid envelope is enclosed for your convenience.

Thank you.

Sincerely,



Marie S. Rodden
Paralegal

MSR/

W#769582.1

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

FILED
99 OCT 29 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Budd Services, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: North Carolina
3. Date authorized to do business in Florida: September 27, 1988

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?

September 16, 1998

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

The Budd Group, Inc.

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

No Change

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

James L. Chusier, secretary
Signature
Name and Title

10/2/98
Date

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

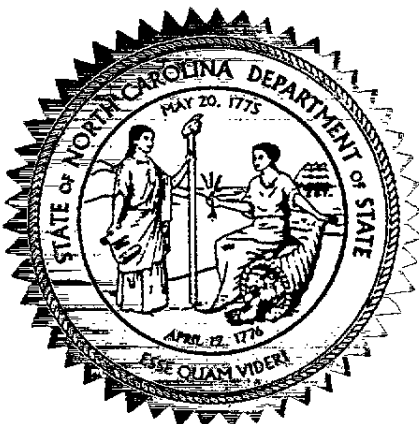
ARTICLES OF AMENDMENT

OF

BUDD SERVICES, INC.
WHICH CHANGED ITS NAME TO:
THE BUDD GROUP, INC.

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 23rd day of October, 1998.



Elaine F. Marshall

Secretary of State

00259 9024

0-0105705

FILED

8:55am
SEP 16 1998

ARTICLES OF AMENDMENT
OF
BUDD SERVICES, INC.

EFFECTIVE
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

The undersigned corporation hereby submits these articles of amendment for the purpose of amending its articles of incorporation:

1. The name of the corporation is Budd Services, Inc.
2. The following amendment to the articles of incorporation of the corporation was adopted by its shareholders on the 14th day of September, 1998, in the manner prescribed by law:

Article I of the Articles of Incorporation of the Corporation is hereby amended so that, as amended, it shall read in its entirety as follows:

"The name of the Corporation is The Budd Group, Inc."

4. These articles will become effective when filed.

This the 15th day of September, 1998.

BUDD SERVICES, INC.

By: Gerald L. Chrisco
Gerald L. Chrisco, Secretary