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SOUTHERN DIESEL SYSTEMS INC.

TWIN DISC UNITS, PARTS AND SERVICE



August 24, 2000

Division of Corporations
Attn: Amendments
P.O. Box 6327
Tallahassee, FL 32314

Re: Southern Diesel Systems, Inc. -
Articles of Amendment

200003375312--8
-08/28/00--01126--006
*****35.00 *****35.00

Dear Sir/Madam:

We are enclosing one original and one copy of Articles of Amendment of Articles of Incorporation for Southern Diesel Systems, Inc. for filing with your office. We are also enclosing a check payable to the Florida Department of State in the amount of \$35.00 to cover the filing fee.

Please file the Articles of Incorporation at your earliest convenience. We have enclosed a postage prepaid and self-addressed envelope for your convenience in returning the date stamped copy of the Articles to our office.

If you have any questions concerning this filing, please do not hesitate to contact us.

Very truly yours,

Southern Diesel Systems, Inc.

James O. Parrish
Secretary/Treasurer

cc: Robert J. Loots, Esq. (von Briesen, Purtell & Roper, s.c.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 28 AM 8:21

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V. SHEPARD SEP 12 2000

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SOUTHERN DIESEL SYSTEMS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 28 AM 8:21

The undersigned, being the Chairman and Chief Executive Officer of **Southern Diesel Systems, Inc.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), set forth and execute these Articles of Amendment of the Articles of Incorporation of the Corporation pursuant to the provisions of Section 607.1006, Florida Statutes, as follows:

1. The name of the Corporation is Southern Diesel Systems, Inc.
2. Article 1 of the Articles of Incorporation of the Corporation is amended to read:

"ARTICLE 1

The name of the Corporation shall be: Twin Disc Southeast, Inc."

3. The foregoing Amendment of the Articles of Incorporation of this Corporation were adopted by the Board of Directors and approved by the Shareholders pursuant to Section 607.1003, Florida Statutes, on the 22nd day of August, 2000. The number of votes cast for the Amendment were sufficient for approval of this Amendment.

Executed this 22nd day of August, 2000.



Michael E. Batten, Chairman and
Chief Executive Officer