

P94000029592



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 487458 6469B

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizito

ORDER DATE : August 6, 1997

ORDER TIME : 8:59 AM

ORDER NO. : 487458-005

CUSTOMER NO: 6469B

900002260269--3

CUSTOMER: Marlis J. Spear, Legal Asst
Maguire Voorhis & Wells, P.a.
200 South Orange Ave Ste 3000
P.o. Box 633 (32802)
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

RECEIVED
97 AUG -7 AM 10:03
DIVISION OF CORPORATION

NAME: VISTEON CORPORATION

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

FILED
97 AUG -7 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: 8/7

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: *Jory Amend*

ARTICLES OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VISTEON CORPORATION

FILED

97 AUG -7 PM 12: 22

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporation adopts the following amendment (the "Amendment") to its Second Amended and Restated Articles of Incorporation (the "Restated Articles"):

FIRST: the name of the corporation is Visteon Corporation (the "Company"), and the Company is a corporation organized and existing by virtue of the FBCA.

SECOND: Paragraph A.3. of Article IV of the Restated Articles is deleted and replaced with the following:

"3. Not more than 6,612,904 shares of Series B Cumulative Convertible Preferred Stock of \$0.05 par value per share (which shall be designated "Series B Preferred Stock" and, together with the Series A Preferred Stock, the "Preferred Stock")."

THIRD: The foregoing Amendment was adopted, declared advisable and proposed to the Company's stockholders by resolutions approved and adopted by unanimous written consent of the Board of Directors dated July 31, 1997.

FOURTH: The holders of the Company's common stock approved the Amendment by resolutions adopted by written consent of such stockholders as are necessary to approve such Amendment dated July 31, 1997.

FIFTH: The holders of the Company's preferred stock approved the Amendment by resolutions adopted by written consent of such stockholders as are necessary to approve such Amendment dated July 31, 1997.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by Thaddeus Seymour, Jr., the Company's President, and Daniel Ramos, Jr., the Company's Secretary, this 31st day of July, 1997.

VISTEON CORPORATION

By: Thaddeus Seymour, Jr.

Thaddeus Seymour, Jr., President

By: Daniel Ramos, Jr.

Daniel Ramos, Jr., Secretary

ATTEST:

Charles Lee
Officer