



THE UNITED STATES
CORPORATION
COMPANY

P98000033853

ACCOUNT NO. : 072100000032

REFERENCE : 832804 4310774

AUTHORIZATION

Patricia Pizut

COST LIMIT : \$ 35.00

FILED
98 MAY 28 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 27, 1998

ORDER TIME : 10:06 AM

ORDER NO. : 832804-005

CUSTOMER NO: 4310774

Amend

CUSTOMER: Harold N. Richmond, Esq
Hauptman & Richmond, P.a.
200 Executive Drive
Suite 130
West Orange, NJ 07052

700002538837--5

DOMESTIC AMENDMENT FILING

NAME: WOODRICH, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED
98 MAY 28 AM 10:34
DIVISION OF CORPORATION
Don
5/28/98

MAY-15-98 FRI 16:04

FILED 98 MAY 28 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
WOODRICH, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: WOODRICH, INC.
2. The following restatement of the Articles of Incorporation of this corporation was approved by its Directors on May 8, 1998 and thereafter duly adopted by its Shareholders on May 8, 1998:

FIRST: Article 3, The Aggregate Number of Shares which the Corporation Shall Have Authority to Issue, shall be amended as set forth below as of the effective date of the filing of this Amendment to the Articles of Incorporation with the Secretary of State.

Article III Capital Stock. The maximum number of shares of stock that this Corporation is authorized to have outstanding at anytime is One Million Five Hundred Thousand (1,500,000) shares

with no par value as follows:

(a) One Million (1,000,000) shares Class A Common Voting Stock without par value. The Class A Common Voting Stock shall elect all of the Directors. The Class A Common Voting Stock shall rank pari passu with the Class B Common Non-Voting Stock for liquidation purposes. The Class A Common Voting Stock shall receive such dividends as declared by the Board of Directors.

(b) Five Hundred Thousand (500,000) shares Class B Common Non-Voting Stock without par value. The Class B Common Non-Voting Stock shall (i) be Non-Voting Common Stock (ii) shall rank pari passu with the Class A Common Voting Stock for liquidation purposes. The Class B Common Non-Voting Stock shall receive such dividends as declared by the Board of Directors.

3. The number of shares outstanding at the time of adoption of this Certificate of Amendment was 100 shares all of which were entitled to vote upon this proposed Amendment in the following classes:

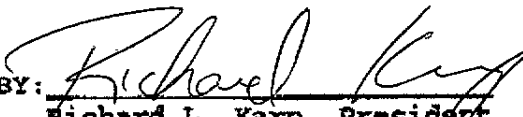
	NO. OF SHARES VOTING		
<u>CLASS OF SHARES</u>	<u>FOR AMENDMENT</u>	<u>AGAINST AMENDMENT</u>	<u>ABSTAINING</u>
Class A Common Stock	100	0	0

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4. This Amendment to the Articles of Incorporation shall be effective upon its filing with the Secretary of State of Florida.

Signed this 8th day of May, 1998.

BY: 
Richard L. Karp, President,
Director and Shareholder