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SOLER & PALAU USA, INC.**

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August 20, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SOLER & PALAU USA, INC.  
6393 POWER AVE  
JACKSONVILLE, FL 32217

SUBJECT: SOLER & PALAU USA, INC.  
REF: V03883

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SOLER & PALAU USA, INC.

Pursuant to Section 607.1006, Florida Statutes, Soler & Palau Inc. (the "Corporation"), hereby delivers to the Secretary of State for filing these Articles of Amendment:

FIRST: The name of the Corporation is Soler & Palau USA, Inc.

SECOND: The Articles of Incorporation shall be amended to delete Article I in its entirety and replace it with the following:

"ARTICLE I. Name. The name of the corporation is S&P USA Ventilation Systems, Inc."

THIRD: The foregoing amendment was adopted by all of the shareholders of the Corporation by unanimous written consent on August 2, 2012, and thus the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument effective August 2, 2012.

Eugene Charles Scotcher, President

#11428371.v2

Christopher G. Commander  
Florida Bar No. 0082228  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202

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