

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on October 10, 19 66, authorizing it to transact business in the State of Idaho under the name of _____

USM Corporation

2. Its corporate name has been changed to United Shoe Machinery Corporation

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is United Shoe Machinery Corporation

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated October 14, 19 83

United Shoe Machinery Corporation

By Dean M. Hennessy
Dean M. Hennessy

Its _____ President

C. Morgan Hussey
C. Morgan Hussey

And _____

Its _____ Secretary

STATE OF Connecticut)

) ss:

COUNTY OF Hartford)

I, Gail M. Mayo, a notary public, do hereby certify that on this

14th day of October, 19 83, personally appeared

(continued on reverse)

before me Dean M. Hennessy, who being by me first duly sworn,
declared that he is the President of United Shoe Machinery Corporation

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true.

Gail M. Mayo
Notary Public

GAIL M. MAYO
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1988



State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on September 10, 1968.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *B. Akers*

DATE: October 5, 1983

CERTIFICATE OF AMENDMENT
OF

CERTIFICATE OF INCORPORATION

06/21 9 22 30 '83
DELAWARE STATE

USM CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minute of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is
United Shoe Machinery Corporation."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of

Sections 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said USM Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by R. L. Hobbs, its Vice President, and Gordon H. Millar, its Assistant Secretary, this 25th day of July, 1968.

USM CORPORATION

By R. L. Hobbs RLH
Vice-President

ATTEST:

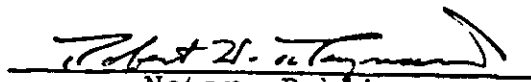
By Gordon H. Millar
Assistant Secretary

USM CORPORATION
(CORPORATE SEAL)
1966
DELAWARE

COMMONWEALTH OF MASSACHUSETTS }
COUNTY OF SUFFOLK } ss.

BE IT REMEMBERED that on this 25th day of July, A.D. 1968, personally came before me, a Notary Public in and for the County and State aforesaid, R. L. Hobbs, Vice-President of USM Corporation, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Assistant Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public
My Commission Expires Feb. 23, 1970

ROBERT W. MAYNARD
NOTARY PUBLIC
COMMONWEALTH MASSACHUSETTS
U.S.A.