

SECRETARY

OF STATE

To all to Whom these Presents shall Come:

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of—

CERTIFICATE OF AMENDMENT

AND

ARTICLES OF AMENDMENT

CHANGING THE NAME OF

INTERNATIONAL THERMAL CORPORATION

TO

INTERTHERM, INC.

as the same appears on file and of record in this office.

In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this

1st day of May

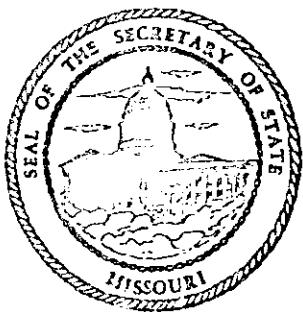
Nineteen Hundred and Sixty-Nine.

James C. Kirkpatrick

SECRETARY OF STATE

DEPUTY SECRETARY OF STATE

No. 57128



STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

Corporation Department

Certificate of Amendment

WHEREAS, INTERTHERM, INC. (FORMERLY: INTERNATIONAL THERMAL CORPORATION)

a corporation organized under The General and Business Corporation Law has delivered to me a certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General and Business Corporation Law.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 27th day of March, 19 69

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

INTERTHERM, INC.

RECEIVED OF:

One thousand one hundred fifty-three and 00/100 --- 1153.00
Dollars, \$

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. 57128

Dorothy Mae Miller
Deputy Collector of Revenue

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERNATIONAL THERMAL CORPORATION

Honorable James C. Kirkpatrick
Secretary of State
State of Missouri
Jefferson City, Missouri 65101

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporation certifies the following:

(1) The name of the corporation is International Thermal Corporation.

The name under which it was originally organized was International Oil Burner Company.

(2) An amendment to the corporation's Articles of Incorporation was adopted by the shareholders on March 25, 1969.

(3) The amendment adopted is as follows:

RESOLVED, That the present Articles First, Third, Fifth and Sixth of the Articles of Incorporation of this corporation shall be eliminated and there shall be substituted and added the following Articles First, Third, Fifth, Sixth, Eighth and Ninth:

FIRST: The name of the corporation is Intertherm, Inc.

THIRD: The authorized capital stock of the Company shall consist of 300,000 shares of Preferred Stock, par value \$1 per share (hereinafter called the "Preferred Stock") and

4,000,000 shares of Common Stock, par value \$1 per share (herein called the "Common Stock").

All of the shares of Common Stock and Preferred Stock shall be voting stock and the holders thereof shall be entitled to one vote for each share of stock standing in their names respectively, except as otherwise provided by law and except as set forth hereinbelow in Paragraph 8 of the terms of the Preferred Stock, without distinction between the Common Stock and Preferred Stock, or between any series of the Preferred Stock.

THE PREFERRED STOCK

1. Subject to the limitations hereinafter contained and to the requirements of the laws of the State of Missouri, authority is hereby vested in the Board of Directors of the Company from time to time to issue said three hundred thousand (300,000) shares of Preferred Stock in one or more series and by resolution or resolutions (any such resolution being hereinafter called the "authorized resolution"),

(a) to fix the distinctive serial designation of the shares of any such series,

(b) to fix the rate or amount per annum at which the holders of the shares of any series shall be entitled to receive dividends, the dates on which such dividends shall be payable, and the date or dates from which such dividends shall be cumulative,

(c) to fix the price or prices at which, the times during which, and the other terms upon which the shares of any such series may be redeemed,

(d) to fix the amounts payable on the shares of any series in the event of dissolution or liquidation of the Company,

(e) from time to time to include additional shares of Preferred Stock which the Company is authorized to issue in any such series,

(f) to determine whether or not the shares of any such series shall be made convertible into or exchangeable for other securities of the Company, including shares of the Common Stock of the Company or shares of any other series of the Preferred Stock of the Company, now or hereafter authorized, or any new class of Preferred Stock of the Company hereafter authorized, the conversion price or prices, or the rate or rates of exchange at which such conversion or exchange may be made, and the terms and conditions upon which any such conversion right shall be exercised,

(g) to fix such other preferences and rights, privileges and restrictions applicable to any such series as may be permitted by law,

(h) to determine if a Sinking Fund shall be provided for the purchase or redemption of shares of any series and, if so, to fix the terms and amount or amounts of such Sinking Fund.

2. Except as may be otherwise specified by the Board of Directors in accordance with the provisions of Paragraph 1 of these terms of the Preferred Stock, each share of Preferred Stock shall be identical with each other share of said stock.

If the amount determined by the Board of Directors to be declared and paid as dividends on the Preferred Stock shall be insufficient to pay the full dividend, including accumulations, on all outstanding shares of each series, such amount may be declared and paid on the shares of each series only in the ratio which the full dividend, including accumulations, on all outstanding shares of such series would bear to the full dividend, including accumulations, on all outstanding shares of all series. If the amount available for payment to the holders of Preferred Stock upon liquidation or upon any of the other events specified in Paragraph 5 hereof shall be insufficient to pay the maximum amount to which the holders of then outstanding shares of all series of the Preferred Stock would be entitled, the amount available shall be distributed on the outstanding shares of each series in the ratio which the maximum amount payable on the outstanding shares of such series bears to the maximum amount payable on the outstanding shares of all series.

3. The holders of Preferred Stock of each series shall be entitled to receive, when and as declared by the Board of Directors, out of any funds legally available for that purpose, cumulative dividends in cash at the rate or amount per annum and payable on the dates fixed for such series in the authorizing resolution establishing such series. Such dividends shall be cumulative, in the case of each series, from the date or dates fixed by the Board of Directors.

4. So long as any of the Preferred Stock is outstanding, no dividend shall be declared or paid and no distribution shall be made on the Common Stock of the Company

(other than a dividend payable in said Common Stock of the Company) until the full cumulative dividends on the Preferred Stock of all series up to the end of the then quarterly dividend period shall have been declared and paid or shall have been declared and a sum sufficient for the payment thereof appropriated and set aside for the payment thereof by the Board of Directors.

5. The Preferred Stock shall be preferred as to both earnings and assets, and in the event of any liquidation, dissolution or winding up of the corporation, the holders of the shares of each series of Preferred Stock shall be entitled to receive, before any distribution shall be made on the Common Stock of the Company, the amount or amounts which shall be fixed in the authorizing resolution establishing such series, plus in every such case a sum equal to all accumulated and unpaid dividends which shall have accrued on the Preferred Stock up to the date of payment of the final amount due thereon. Such sum shall be payable without interest out of the capital and surplus of the Company. The rights of the Preferred Stock in the event of the voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Company as provided for in any Series thereof shall not, at any time prior to the occurrence or authorization of any said events, restrict or prevent the Company from paying, from retained earnings or any other funds legally available therefor, dividends on its Common Stock or any other class of its capital stock, in such amounts as the Board of Directors may, from time to time, determine, if the payment of such dividends at the time of payment thereof is not restricted

by any other of the terms or provisions of the Preferred Stock or of any series thereof.

6. Subject to the terms of the authorizing resolution establishing each series of the Preferred Stock, the whole or any part of any series of Preferred Stock may, at the option of the Board of Directors of the Company, be redeemed at any time or from time to time, at the redemption price or prices fixed by the authorizing resolution establishing such series, which in every such case shall include an amount equal to all accumulated and unpaid dividends which shall have accrued on the shares to be redeemed up to the redemption date. No shares of Preferred Stock shall be redeemed unless at or prior to the date fixed for the redemption thereof all cumulative dividends on all other outstanding shares of Preferred Stock up to the quarterly dividend date next preceding the date fixed for redemption shall have been paid or declared and a sum sufficient for the payment thereof set apart for such payment. If less than the whole of any series of Preferred Stock shall be redeemed at any time, the stock so to be redeemed shall be selected by the Board of Directors by lot in such manner as it may determine; provided, however, the Board of Directors may select which series may be redeemed in whole or in part.

7. The preferences, priorities, special rights and special powers given to the Preferred Stock by the terms hereof, or to any series of the Preferred Stock by any authorizing action of the Board of Directors of the Company adopted pursuant hereto, may be altered, modified, changed or terminated, in such manner as provided by law, upon the

affirmative vote of the holders of two-thirds (2/3) of each series of Preferred Stock issued and outstanding whose rights will be affected by such proposed alteration, modification, change or termination. No additional shares of the Preferred Stock except the shares provided for herein shall be authorized, and no additional shares of any other class of preferred stock having a priority over, or entitled to participate on a parity with, the Preferred Stock shall be authorized, except upon the affirmative vote of the holders of a majority of each series of the Preferred Stock issued and outstanding provided, however, that the authorizing resolution with respect to any series of the Preferred Stock may provide that the affirmative vote of the holders of a greater percentage of the shares of such series shall be required in order to authorize shares of any other class of preferred stock having priority over the shares of such series of the Preferred Stock.

8. In addition to the voting rights set forth above in this Article 4, if, and whenever, six (6) or more quarterly dividends, whether or not consecutive, on the Preferred Stock shall be in arrears, in whole or in part, the holders of the Preferred Stock, including all series thereof, voting as a single class, shall have the right to elect two (2) Directors. In such event, the remainder of the Directors shall be elected by the holders of the Common Stock and Preferred Stock, voting as a single class.

Whenever all arrears in dividends on the Preferred Stock then outstanding shall have been paid and dividends thereon for the current quarterly period shall have been paid or declared and a sum sufficient for the payment thereof

set aside, then the right of the holders of the Preferred Stock to elect such number of Directors shall cease, but subject always to the same provisions for the vesting of such voting rights in the case of any similar future arrearages in dividends.

At any time after such voting power shall have so vested in the Preferred Stock, the Secretary of the Corporation may, and upon the written request of the holders of record of ten per cent (10%) or more in number of shares of the Preferred Stock then outstanding, addressed to him at the principal office of the Company in the State of Missouri shall call a special meeting of the holders of the Preferred Stock for the election of the Directors to be elected by them as herein provided, to be held within thirty (30) days after such call and at the place and upon the notice provided by law and in the By-laws for the holding of meetings of stockholders; provided, however, that the Secretary shall not be required to call such special meeting in the case of any such request received less than ninety (90) days before the date fixed for any annual meeting of stockholders. If any such special meeting required to be called as above provided shall not be called by the Secretary within thirty (30) days after receipt of any such request, then the holders of record of ten per cent (10%) or more in number of shares of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting, and the person so designated may call such meeting to be held at the place and upon the notice above provided, and for that purpose shall have access to the stock ledger of the Company. No such special meeting and no adjournment thereof shall be

held on a date later than thirty (30) days before the annual meeting of the stockholders or a special meeting held in place thereof next succeeding the time when the holders of the Preferred Stock become entitled to elect Directors as above provided.

In case (i) the authorized number of shares of the Preferred Stock shall be increased, and such additional shares issued, or in case (ii) a class of preferred stock other than the Preferred Stock, ranking prior to or on a parity with the Preferred Stock as to dividends or, in liquidation, shall be created and issued, nothing herein contained shall prevent any such additional shares of the Preferred Stock or the shares of such other class of preferred stock, from being given the right, in case dividends thereon or sinking fund requirements, if any, thereof shall be in arrears, to vote as part of the same class as and equally with the Preferred Stock and to have and exercise pari passu with the shares of Preferred Stock entitled to vote on any matters, any and all the voting rights and powers hereinbefore set forth with respect to the Preferred Stock, and nothing herein contained shall prevent the giving of additional voting power, not inconsistent with that granted herein to the Preferred Stock, to any class of preferred stock other than the Preferred Stock.

9. No holder of the Preferred Stock of any series shall be entitled as of right to subscribe for, purchase, or receive any part of any new or additional issue of stock, of any class or series, whether now or hereafter authorized, or of any bonds, debentures or other securities convertible into stock, of any class or series; and any and all such

pre-emptive rights are hereby expressly denied to the Preferred Stock.

THE COMMON STOCK

1. Subject to the provisions of Paragraph 4 of the terms of the Preferred Stock hereinabove, dividends, payable in cash, in the Common Stock of the Company, or otherwise, may be declared and paid on the shares of the Common Stock of the Company from time to time out of any funds or property legally available therefor, and in the event of any such declaration or payment the holders of Common Stock of the Company shall be entitled, to the exclusion of the holders of the Preferred Stock, to share therein.

2. In the event of any liquidation, dissolution or winding up of the corporation, after distribution and payment in full shall have been made to the holders of the Preferred Stock in accordance with the terms of Paragraph 5 of the Preferred Stock hereinabove, the remainder of the assets, if any, of the Company shall be distributed pro rata among the holders of the Common Stock of the Company.

3. The holders of the Common Stock shall have no pre-emptive right to subscribe for or purchase any shares of any series of the Preferred Stock, whether or not the shares of any such series shall be convertible into shares of the Common Stock or any other security of the Company, and whether or not such shares shall be sold for property or cash or both, and any such pre-emptive right which might otherwise exist is hereby expressly waived by each holder of the Common Stock.

FIFTH: The number of Directors of the corporation shall be seven (7).

SIXTH: The duration of the corporation shall be perpetual.

EIGHTH: The Board of Directors is expressly authorized to make, adopt, alter, amend and repeal from time to time the By-laws of the corporation, subject to the right of the stockholders to alter or appeal the By-laws made by the Board of Directors.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by law and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserve power.

(4) On the date of the adoption of the foregoing amendment, the Company had 11,010 shares of Common Stock, par value \$100 per share, outstanding, the only class of capital stock of the Company then outstanding, all of which were entitled to a vote thereon.

(5) The number of shares voted for and against the Amendment was as follows:

	<u>Number Voted For</u>	<u>Number Voted Against</u>
Common Stock, par value \$100 per share	11,010	-0-

(6) As a result of the foregoing Amendment the capitalization of the Company was increased from \$2,000,000

consisting of 20,000 shares of Common Stock, par value \$100 per share, to an aggregate of \$4,300,000 consisting of 4,000,000 shares of Common Stock, par value \$1 per share, and 300,000 shares of Preferred Stock, par value \$1 per share.

(7) As a result of the foregoing Amendment each presently issued and outstanding share of Common Stock, par value \$100 per share, shall be converted into and become, upon filing of this Certificate of Amendment of the Articles of Incorporation with the Secretary of State of Missouri, 136,777,838 shares of Common Stock, par value \$1 per share, and new certificates representing the Common Stock, par value \$1 per share, in the proper amounts shall be issued to the holders of Common Stock, par value \$100 per share, upon surrender and cancellation of the certificates therefor.

IN WITNESS WHEREOF, the undersigned Jordan L. Heiman, President, has executed this instrument and Isaac E. Young, Secretary, has affixed the corporate seal hereto and attested said seal on the 26th day of March, 1969.

INTERNATIONAL THERMAL CORPORATION

By

J. L. Heiman
President

ATTEST:

Isaac E. Young
Secretary

STATE OF MISSOURI)
)SS.
CITY OF ST. LOUIS)

I, Marie J. O'Connell, a Notary Public, do hereby certify that on this 26th day of March, 1969, personally

appeared before me JORDAN L. HEIMAN, who, being by me first duly sworn, declared that he is the President of International Thermal Corporation and that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.

Marie L. Crigler
Notary Public

My Commission Expires:

My Commission Expires Aug. 17, 1971

FILED AND CERTIFICATE
ISSUED

MAR 27 1969

James C. Crisp
Corporation Dept. SECRETARY OF STATE