

State of Idaho

Department of State.

AMENDED CERTIFICATE OF AUTHORITY OF

ENERGY MANAGEMENT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ENERGY MANAGEMENT CORPORATION for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to DANFOSS-EMC, INC. to transact business in this State under the name DANFOSS-EMC, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated May 26, 19 91.



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

**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 8-25-86,
19 86, authorizing it to transact business in the State of Idaho under the name of _____
Energy Management Corporation

2. Its corporate name has been changed to Danfoss-EMC, Inc.

(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 Danfoss-EMC, Inc.

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 5-7-91

DANFOSS-EMC, INC.

(Corporation Name)

By

[Signature]
Its President/Vice President (please specify)

and

[Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF Florida)
) ss:
COUNTY OF Lee)

I, Teresa K. Sharpe, a notary public, do hereby certify that on this
7th day of May, 19 91, personally appeared
before me William E. Clegg, III, who being by me first duly sworn,
declared that ~~she~~ is the V.P. & Treasurer of Danfoss-EMC, Inc.

that (s)he signed the foregoing document as V. P. & Treasurer of the corporation and
that the statements therein contained are true.

Teresa K. Sharpe
Notary Public

Expiration Date: 5/14/92

STATE OF MARYLAND

107862

RECEIVED
SEC. OF TAX

31 MAY 28 AM 8 55

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT DANFOSS-EMC INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT.

I FURTHER CERTIFY THAT THE FOLLOWING CHARTER PAPERS HAVE BEEN RECEIVED FOR RECORD AND FILED WITH THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

SEE ATTACHED SHEET FOR LIST OF ALL CHARTER DOCUMENTS ON RECORD.

I FURTHER CERTIFY THAT THE FOREGOING IS A COMPLETE LIST OF ALL CHARTER PAPERS ON RECORD WITH THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION.

I FURTHER CERTIFY THAT DANFOSS-EMC INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND, AND THAT SAID CORPORATION IS AT THE TIME OF THIS CERTIFICATE DULY AUTHORIZED TO EXERCISE THEREIN ALL THE POWERS RECITED IN ITS CHARTER OR ARTICLES OF INCORPORATION AND TO TRANSACT BUSINESS IN THIS STATE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 16TH DAY OF MAY, 1991.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER



339640 CORPORATE AMENDMENT SCAN
ID. NO: D0535434 DOMESTIC CORPORATION
NAME: DANFOSS-EMC INC.

CURS. FILING DATE:
CURR. PENALTY: 000
PREV. FILING DATE: 04/04/77
PREV. PENALTY: 00/00/00 057
PRIOR PENALTY: 000

BUS. TYP 03 ORDINARY BUSINESS: STOCK

STATUS DATE: 10/27/77
STATUS: X INCORPORATED

PRINCIPAL OFFICE:
SAME AS RESIDENT AGENT

FILM: 52122 TELCO: 42
PAGES: 0007
DATE OF INC. 11/10/1974
TIME OF INC. 08:30 AM
STATE OF INC.
NO STATE CODE

RESIDENT AGENT:
THE CORPORATION TRUST
INCORPORATED
32 SOUTH STREET

RES/QUALT:
ST/NET: E
CL/NCL:
ADCN: 0

BALTIMORE MD 21202

PF1 = AMENDMENTS * PF3 = RETURN ENTRY * PF4 = REGV. WORK
PF5 = MASTER * PF6 = CERT. DATA

CORP ID. CORPORATION NAME
D0535484 DANFOSS-EMC INC.

PAGE 001 OF 002

AMENDMENTS:

4001 DATE: 12/16/1976 TIME: 08:30 AM FILM: F2344 FOLIO: 653 PAGE 0013 ACT 99
*** NARRATIVE FOLLOWS *** ACKN. 0
4002 AMENDMENT AND RESTATEMENT: OPD DRA DRAA
4003 DATE: 12/30/1977 TIME: 08:30 AM FILM: F2403 FOLIO: 2989 PAGE 0004 ACT 03
ARTICLES OF AMENDMENT ACKN. 0
4004 DATE: 01/22/1979 TIME: 08:30 AM FILM: F2435 FOLIO: 804 PAGE 0003 ACT 22
CHANGE OF RESIDENT AGENT + ADDR. ACKN. 0
4005 DATE: 11/24/1982 TIME: 03:06 PM FILM: F2564 FOLIO: 3117 PAGE 0106 ACT 99
*** NARRATIVE FOLLOWS *** ACKN. A134577
4006 ART. OF MERGER MERGINS: GIGSUB CORPORATION (MD. CORP.)
4007 INTO: ENERGY MANAGEMENT CORPORATION (MD. CORP.) SURVIVOR
4008 DATE: 03/15/1983 TIME: 08:19 AM FILM: F2570 FOLIO: 2223 PAGE 0004 ACT 99
*** NARRATIVE FOLLOWS *** ACKN. A138167
4009 ART. OF MERGER MERGINS: ENERGY MANAGEMENT MANUFACTURING
4010 COMPANY (MD. CORP.) INTO: ENERGY MANAGEMENT CORPORATION
4011 (MD. CORP.) SURVIVOR
4012 DATE: 04/13/1983 TIME: 11:02 AM FILM: F2909 FOLIO: 1782 PAGE 0011 ACT 99
*** NARRATIVE FOLLOWS *** ACKN. A228524

PRESS PF1 TO PAGE FORWARD * PF2 TO PAGE BACK * PF3 TO RETURN ENTRY

CORP ID. CORPORATION NAME
D0535484 DANFOSS-EMC INC.

PAGE 002 OF 002

AMENDMENTS:

4013 AMEND. AND RESTATEMENT: OPD DRA DRAA
4014 N.C. FROM: ENERGY MANAGEMENT CORPORATION
4015 DATE: 04/04/1991 TIME: 10:20 AM FILM: F3322 FOLIO: 1952 PAGE 0004 ACT 07
ARTICLES OF AMENDMENT ACKN. 19403040211
4016 DATE: 04/04/1991 TIME: 10:20 AM FILM: F3322 FOLIO: 1952 PAGE 0004 ACT 99
*** NARRATIVE FOLLOWS *** ACKN. 19403040211
4017 AMENDMENT N.C. FROM: ELECTRONIC MONITORING & CONTROLS, INC.
4018 (EFFECTIVE DATE: APRIL 5, 1991 AT 8:30 A.M.)

END OF AMENDMENTS * PRESS PF2 TO PAGE BACK * PRESS PF3 TO RETURN ENTRY SCREEN