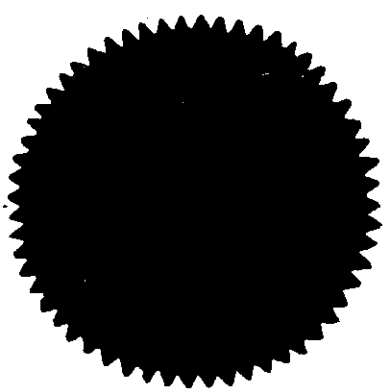




**Office of Secretary of State.**

*I, Elisha C. Dukes, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Amendment of the "WHIRLPOOL CORPORATION", as received  
and filed in this office the ninth day of May, A.D. 1968, at 9 o'clock  
A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this third day  
of June in the year of our Lord  
one thousand nine hundred and sixty-eight.



*Elisha C. Dukes*  
Secretary of State

*A. Flowers*  
Ass't Secretary of State

MAY 9, 1968 9 A.M.

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
WHIRLPOOL CORPORATION

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

FIRST: There is set forth below the amendment which amends paragraphs (i) and (j) of Article EIGHTH of the Certificate of Incorporation of Whirlpool Corporation by deleting said paragraph (i) and reidentifying paragraph (j) of Article EIGHTH as paragraph (i):

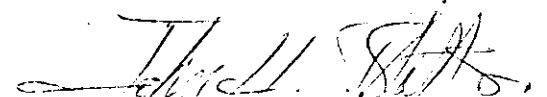
RESOLVED, that the Certificate of Incorporation of the Corporation be and is hereby amended by deleting paragraph (i) of Article EIGHTH of said Certificate of Incorporation and reidentifying paragraph (j) of Article EIGHTH as paragraph (i).

SECOND: The amendment set forth herein has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, WHIRLPOOL CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate to be signed by its President and its Secretary, this 24th day of April, 1968.

WHIRLPOOL CORPORATION

By

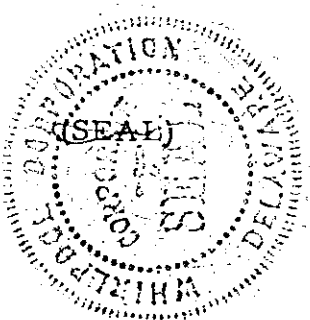


President

By



Secretary



STATE OF MICHIGAN     )  
                                  )     SS  
COUNTY OF BERRIEN    )

On this 24th day of April, 1968, personally came before me,  
a Notary Public in and for the County and State aforesaid, John H.  
Platts, President of Whirlpool Corporation, a corporation of the  
State of Delaware, the corporation described in and which executed  
the foregoing Certificate known to me personally to be such, and he,  
the said John H. Platts, as such President, duly executed said Certi-  
ficate before me and acknowledged the said Certificate to be his act  
and deed and the act and deed of said corporation; that the signatures  
of the said President and of the Secretary of said corporation to said  
foregoing Certificate are in the handwriting of the said President  
and Secretary of said corporation, respectively, and that the seal  
affixed to said Certificate 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.

Maria Contreras  
Notary Public

MARIA CONTRERAS  
Notary Public, Berrien County, Michigan  
My Commission Expires May 6, 1968

