

State of New Jersey

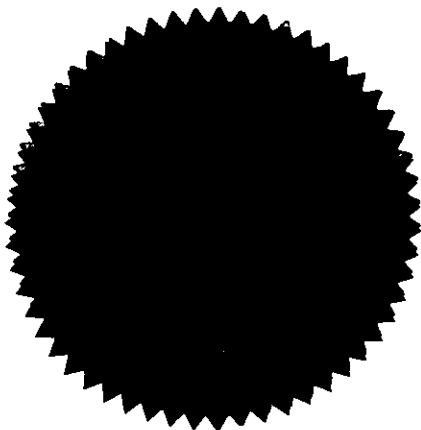


Department of State

I, the Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of Certificate of Amendment of THE SINGER COMPANY

and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the 26th day of May A.D. 1977, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal at Trenton, this 26th day of May A.D. 1977



George W. Lee
Ass't Secretary of State

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
THE SINGER COMPANY

FILED

MAY 26 1977

GEORGE W. LEE
ASSISTANT SECRETARY OF STATE

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is THE SINGER COMPANY.
2. The following amendment to the Certificate of Incorporation was approved by the Directors and thereafter duly adopted by the shareholders of the corporation on the 12th day of May, 1977.

RESOLVED, that the Restated Certificate of Incorporation of The Singer Company be and hereby is amended by striking out in its entirety the first sentence of Article FIFTH thereof reading "The authorized capital stock of the Corporation is 25,000,000 shares of common stock with \$10 par value and 3,500,000 shares of preferred stock without par value." and substituting in lieu thereof the following:

"The authorized capital stock of the Corporation is 35,000,000 shares of common stock with \$10 par value and 3,500,000 shares of preferred stock without par value."

3. The number of shares entitled to vote thereon was 18,064,702 consisting of the following:

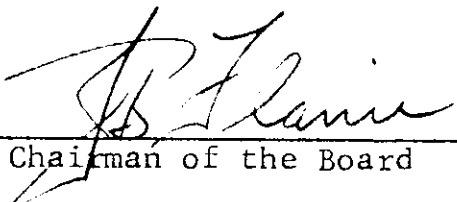
Common Stock - \$10 par value	16,541,351
Preferred Stock - no par value	1,523,351

4. The number of shares voting for and against said amendment is as follows:

	<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
Preferred . . .	1,126,276	50,569
Common	10,948,623	593,412

Dated this 23rd day of May, 1977.

THE SINGER COMPANY

By 
Chairman of the Board

ATTEST:


Secretary