

State of Delaware

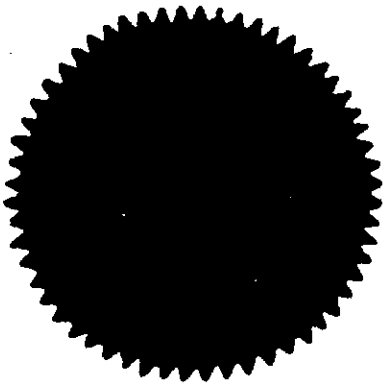


Office of Secretary of State.

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 "ABBOTT-GLASS G.M. DIESEL, INC.",
as received and filed in this office the third day of October,
A.D. 1963, at 9 o'clock A.M.

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



Elisha C. Dukes

Secretary of State

J. F. Brown

Asst. Secretary of State

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
ABBOTT-GLASS G.M. DIESEL, INC.

(Pursuant to Section 242 of the Delaware Code of 1953)

ABBOTT-GLASS G.M. DIESEL, INC. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. That upon the unanimous written consent of the holders of all of the outstanding shares of stock entitled to vote of the above Corporation, which consent was given pursuant to the provisions of Section 228 of the Delaware Code of 1953, as amended, the following amendment of the Certificate of Incorporation of the Corporation has been duly adopted in accordance with the provisions of Section 242 of the Delaware Code of 1953:

By deleting Articles FIRST, FOURTH and paragraph (c) of Article FIFTH in their entirety and substituting in lieu thereof new Articles FIRST, FOURTH and paragraph (c) of Article FIFTH reading as follows:

"FIRST: The name of this Corporation is Abbott G.M. Diesel, Inc.

* * *

FOURTH: The total amount of authorized capital stock of this Corporation is One Thousand Eight Hundred Eighty-three (1883) shares of the par value of One Hundred Dollars (\$100.00) each, of which Seven Hundred Fifty-eight (758) shares shall be Class A Stock and One Thousand One Hundred Twenty-five (1125) shares shall be Class B Stock. The Class A Stock and Class B Stock shall be identical in all respects except as hereinafter set forth.

* * *

FIFTH: (c) Each share of each class of stock shall, at the option of the holder thereof, be convertible at any time into one share of any other class of stock, provided, however, that whenever the conversion is into a share of any class of stock having any preference over the class of stock of the share to be converted, then such conversion shall be effected only with the prior written approval or consent of the holders of a majority of the stock of each class having any preference over the class of stock from which the share is to be converted. Such conversion shall be effected by surrendering to the Corporation the certificate (properly endorsed and directing the conversion thereof into a specified class of stock) for the share of stock sought to be converted and upon receipt thereof (plus evidence of any stockholder consent or approval to the conversion required hereby), the Corporation shall issue in exchange therefor and in lieu thereof to the holder of such share, or to his or its assigns, a certificate for a share of the Class of stock into which the surrendered share is directed to be converted."

2. That the capital of the Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the said Abbott-Glass G.M. Diesel, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Robert G. Abbott, its President, and Harold M. Rankin, its Secretary, this 30th day of March, A. D. 1963.

ATTEST:

ABBOTT-GLASS G.M. DIESEL, INC.


Harold M. Rankin, Secretary

By Robert G. Abbott
Robert G. Abbott, President

(Corporate Seal)

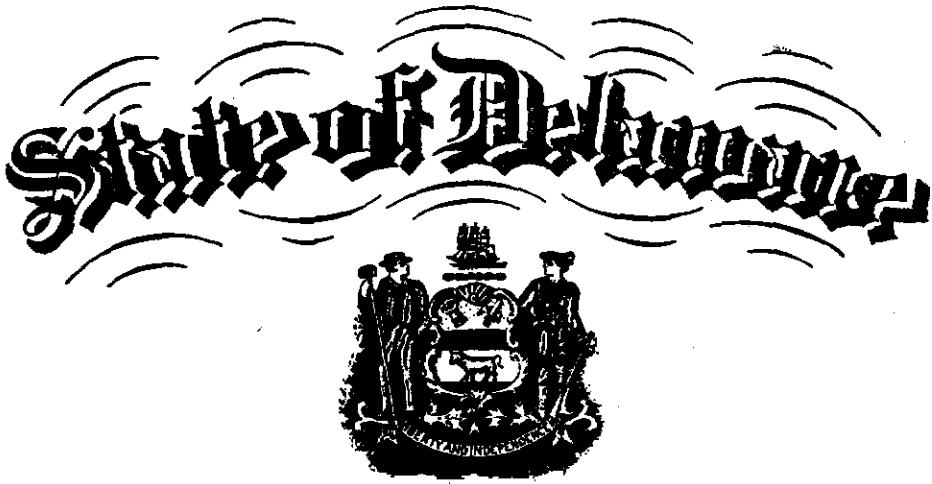
STATE OF UTAH)
COUNTY OF Salt Lake) ss.

BE IT REMEMBERED, that on this 30th day of March, 1963, personally came before me, a Notary Public in and for the County and State aforesaid, Robert G. Abbott, President of Abbott-Glass G.M. Diesel, Inc., 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 Robert G. Abbott, as such President, duly executed said certificate before me and acknowledged that the said certificate was the act and deed of said Corporation; that the signature of the said President is his own proper handwriting; that the seal affixed is the common or corporate seal of the said Corporation; and that his act of sealing, executing and acknowledging and delivering the said certificate was duly authorized by resolution of the directors of the said Corporation.

WITNESS my hand and official seal the day and year aforesaid.


(Notarial Seal)

William B. Wilson
Notary Public

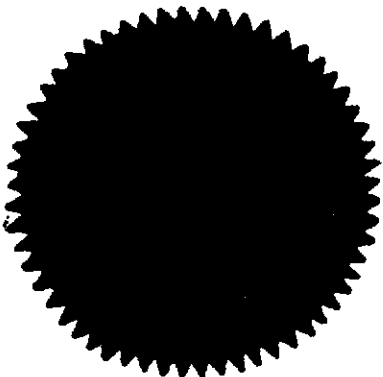


Office of Secretary of State.

*I, George J. Schulz, 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 Certificate of Incorporation of the
"ABBOTT G. M. DIESEL, INC.", as received and filed in this office
the twenty-third day of March, A.D. 1960, at 9 o'clock A.M.

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



George J. Schulz

Secretary of State

M. D. Tomlinson

Ass't. Secretary of State

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
ABBOTT G.M. DIESEL, INC.

(Pursuant to Section 242 of the Delaware Code of 1953,
formerly Section 26 of the General Corporation Law of Delaware)

ABBOTT G.M. DIESEL, INC., (hereinafter called the
"corporation"), a corporation organized and existing under and by
virtue of the General Corporation Law of the State of Delaware,
does hereby certify as follows:

1. That, upon the unanimous written consent of the
holders of all of the outstanding shares of stock entitled to vote
of the above corporation, which consent was given pursuant to the
provisions of Section 228 of the Delaware Code of 1953, as amended,
the following amendment of the Certificate of Incorporation of the
corporation has been duly adopted in accordance with the
provisions of Section 242 of the Delaware Code of 1953:

By striking out Article FIRST in its entirety and
substituting in lieu thereof new Article FIRST reading as
follows:

"FIRST: The name of this corporation is

ABBOTT-GLASS G.M. DIESEL, INC."

2. That the capital of the corporation will not be
reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the said Abbott G.M. Diesel, Inc.
has caused its corporate seal to be hereunto affixed and this certificate to be signed by Robert G. Abbott, its President and
Harold M. Rankin its Secretary, this 22 day of March 1960.

ATTEST:

ABBOTT G.M. DIESEL, INC.

Harold M. Rankin
Secretary

By Robert G. Abbott
President

Abbott G. M. Diesel, Inc.
Corporate Seal
1960
Delaware

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

BE IT REMEMBERED, that on this 22nd day of March A. D. 1960, personally came before me, the undersigned, a Notary Public in and for the County and State aforesaid, Robert G. Abbott, President of Abbott G.M. Diesel, Inc., 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 Robert G. Abbott, as such President duly executed said certificate before me and acknowledged that the said certificate was the act and deed of said corporation; that the signatures affixed thereto are the signatures of the duly elected 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.

Lona Anderson
Notary Public

Lona Anderson
Notary Public
Commission Expires Nov. 5, 1963
Salt Lake City,
State of Utah