



Department of State.

**AMENDED CERTIFICATE OF AUTHORITY
OF
SP-MARINE INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SP-MARINE INC.

_____ 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 SPERRY MARINE INC.

_____ to transact business in this State under the name SPERRY MARINE INC.
_____ and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated June 29, 19 87.



Pete T. Cenarrusa

SECRETARY OF STATE

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.

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SEC. OF STATE

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1. A Certificate of Authority was issued to the corporation by your office on November 5, 1986

19 86, authorizing it to transact business in the State of Idaho under the name of _____

SP-MARINE INC.

2. Its corporate name has been changed to Sperry Marine 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 Sperry Marine Inc.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

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 June 15, 1987

Sperry Marine Inc.

By C. R. Kenney
C. R. Kenney
Its Vice President

Sperry Marine Inc.

And Karl A. Stewart
Karl A. Stewart
Its Assistant Secretary

STATE OF TEXAS)

COUNTY OF HARRIS) ss:

I, Pat Cooper, a notary public, do hereby certify that on this

18th day of June, 1987, personally appeared

(continued on reverse)

before me Karl A. Stewart, who, being by me first duly sworn,

declared that he is the Assistant Secretary of Sperry Marine Inc.

that he signed the foregoing document as Assistant Secretary of the corporation and
that the statements therein contained are true.

Pat Cooper

Notary Public

PAT COOPER
My Commission Expires
November 12, 1988



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SEC. OF STATE

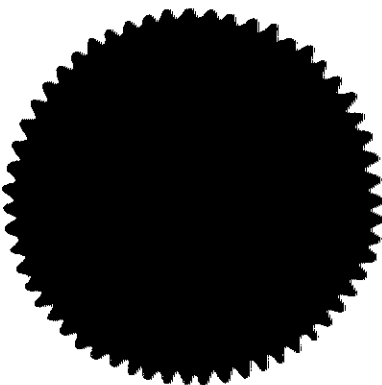
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State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that "SP-MARINE INC.", filed a Certificate of Amendment, changing
its corporate title to "SPERRY MARINE INC.", on the thirty-first day of March, A.D. 1987,
at 10 o'clock A.M.

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



Michael Harkins
Michael Harkins, Secretary of State