

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY OF SMITH GM POWER INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SMITH GM POWER 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 SMITH GM POWER INC.

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

Dated December 5, 19 79.



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.

1. A Certificate of Authority was issued to the corporation by your office on October 22, 1979, authorizing it to transact business in the State of Idaho under the name of

SMITH GM POWER, INC.

2. Its corporate name has been changed to SMITH GM POWER 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 SMITH GM POWER 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 November 21, 1979.

SMITH GM POWER, INC.

By C.L. Smith, Its President

And Mary Coates, Its Secretary

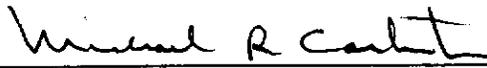
STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

I, Michael R. Carlston, a notary public, do hereby certify that on this 21st day of November, 1979, personally appeared

(continued on reverse)

before me C. L. Smith, who being by me first duly sworn,
declared that he is the President of Smith GM Power Inc.

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



Notary Public

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
SMITH GM POWER, INC.

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

SMITH GM POWER, 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 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 has been duly adopted in accordance with the provisions of Section 242 of the Delaware Code of 1953:

By deleting Article FIRST in its entirety and substituting in lieu thereof a new Article FIRST reading as follows:

FIRST: The name of this corporation is SMITH GM POWER INC.

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

IN WITNESS WHEREOF, the said SMITH GM POWER, INC., has caused its corporate seal to be hereunto affixed and

this certificate to be signed by C.L. SMITH, its President,
and Mary Coates, its Secretary, this 21 day of
November, 1979.

SMITH GM POWER, INC.

By C.L. Smith
C.L. Smith, President

ATTEST:

By Mary Coates
Mary Coates, Secretary

(CORPORATE SEAL)

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

BE IT REMEMBERED that on this 21 day of November,
1979, personally came before me, a Notary Public in and for
the County and State aforesaid, C.L. Smith, President of
SMITH GM POWER, INC. a corporation of the State of Delaware,
the corporation described in and which executed the fore-
going certificate, known to me personally to be such, and he,
the said C.L. Smith, as such President, duly executed said
certificate before me and acknowledged that the said certifi-
cate was the act and deed of said Corporation; that the sig-
nature 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,
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.

Michael R. Carlston
Notary Public
Residing at Salt Lake County, Utah
My Commission Expires Sept. 22, 1982

(NOTARIAL SEAL)

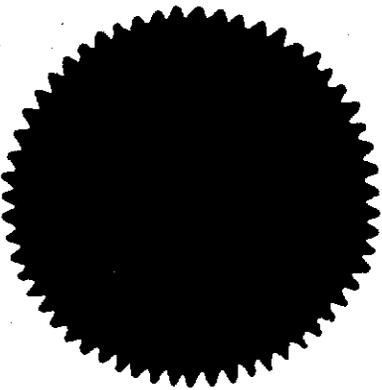


State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton 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 "SMITH GM POWER, INC.", as received and filed in
this office the twenty-ninth day of November, A.D. 1979, at 10 o'clock A.M.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State