

Michigan Department of Commerce

Lansing, Michigan

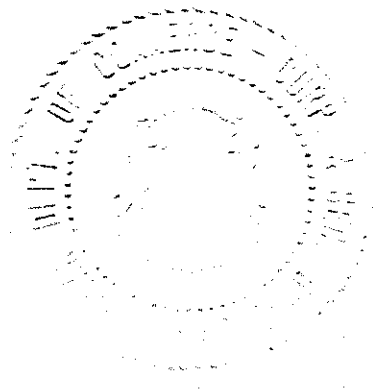
To All To Whom These Presents Shall Come:

I, Keith Molin, Director, Michigan Department of Commerce, Do Hereby Certify That the Annexed Copy of _____

Certificates of Amendment to the Restated Articles of Incorporation filed

June 15, 1978 of FRUEHAUF CORPORATION

has been compared by me with the record on file in this Department and that the same is a true copy thereof, and the whole of such record.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 13th day of July, 19 78.

Keith Molin

Director

(For Use by Domestic Corporations)

CERTIFICATE OF AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION

Restated

The undersigned corporation executes the following Certificate of Amendment to its Articles of Incorporation pursuant to the provisions of Section 631, Act 284, Public Acts of 1972, as amended:

1. The name of the corporation is Fruehauf Corporation

2. The location of the registered office is 10900 Harper, Detroit, Michigan 48232

3. The following amendment to the Articles of Incorporation was adopted on the 4th day of May, 1978. (Check one of the following)

- (X) by the shareholders in accordance with Section 411 (2), Act 284, Public Acts of 1972, as amended. The necessary number of shares as required by statute were voted in favor of the amendment.
() by written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407 (1) and (2), Act 284, Public Acts of 1972, as amended.
() by written consent of all the shareholders entitled to vote in accordance with Section 407 (3), Act 284, Public Acts of 1972, as amended.

Restated

Resolved, that Article IV of the Articles of Incorporation be amended to read as follows: (Any article being amended is required to be set forth in its entirety.)

(Use the following if the shares are to be divided into classes.)

The total authorized capital stock is:

(Preferred shs. Par Value \$)
(1) (Common shs. 40,000,000 Par Value \$1.00) per share

and/or shs. of (2) (Preferred 3,000,000) (Common) no par value

(3) A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

(See attached Article VII for stock provisions)

FRUEHAUF CORPORATION
BY T. Neal Combs - Vice President

Signed this 1st day of June, 1978

(See instructions on Reverse Side)

(Please do not write in spaces below — for Department use)

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
Date Received	<p style="text-align: center;">FILED Michigan Department of Commerce</p> <p style="text-align: center;">JUN 15 1978</p> <p style="text-align: center;"><i>Carl</i> DIRECTOR</p>
JUN - 5 1978	

C & S-111 (Rev. 11-75)

INFORMATION AND INSTRUCTIONS

Certificate of Amendment - Domestic Corporations

1. This form may be used by both profit and non-profit corporations. In case of a non-profit corporation organized on a non-stock basis, "shareholders" shall be construed to be synonymous with "members".
2. An effective date, not later than 90 days subsequent to the date of filing may be stated in the Certificate of Amendment.
3. The Certificate of Amendment is required to be signed in ink by the chairman or vice-chairman of the board of directors or the president or a vice-president of the corporation.
4. One original copy is required. A true copy will be prepared by the Corporation and Securities Bureau and returned to the person submitting the Certificate of Amendment for filing.
5. FEES: Filing Fee\$10.00
Franchise Fee (payable only in case of increase in authorized capital stock) - 1/2 mill on each dollar of increase over highest previous authorized capital stock
(Make fee payable to State of Michigan)

6. Mail form and fee to:
Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P. O. Drawer C
Lansing, Michigan 48904

(For Use by Domestic Corporations)

CERTIFICATE OF AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION

The undersigned corporation executes the following Certificate of Amendment to its ^{Restated} Articles of Incorporation pursuant to the provisions of Section 631, Act 284, Public Acts of 1972, as amended:

1. The name of the corporation is Fruehauf Corporation

2. The location of the registered office is
10900 Harper Detroit Michigan 48232
(No. and Street) (Town or City) (Zip Code)

3. The following amendment to the ^{Restated} Articles of Incorporation was adopted on the 4th day of May, 19 78. (Check one of the following)

- (X) by the shareholders in accordance with Section 611 (2), Act 284, Public Acts of 1972, as amended. The necessary number of shares as required by statute were voted in favor of the amendment.
- () by written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407 (1) and (2), Act 284, Public Acts of 1972, as amended. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in Articles of Incorporation.)
- () by written consent of all the shareholders entitled to vote in accordance with Section 407 (3), Act 284, Public Acts of 1972, as amended.

Resolved, that Article VIII of the ^{Restated} Articles of Incorporation be ~~amended~~ ^{rescinded} as follows: (Any article being amended is required to be set forth in its entirety.)

FRUEHAUF CORPORATION

(Corporate Name)

BY T. Neal Combs
(Signature of President, Vice-President, Chairman or Vice-Chairman)

T. Neal Combs - Vice President

(Type or Print Name and Title)

Signed this 1st day of June, 19 78

(See Instructions on Reverse Side)

(Please do not write in spaces below — for Department use)

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

Date Received
JUN - 5 1978

FILED

Michigan Department of Commerce

JUN 15 1978

Carl We
DIRECTOR

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