

STATEMENT OF CHANGE OF REGISTERED OFFICE
REGISTERED AGENT, OR BOTH

FILED

79 OCT 22 AM 10:15

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation organized under the laws of the State of Delaware submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Idaho.

1. The name of the corporation is Smith GM Power, Inc.
2. The post office address of its present registered office is First Security Building,
Boise, Idaho 83701
3. The post office address to which its registered office is to be changed is 300 North 6th
Street, Boise, Idaho 83701
4. The name of its present registered agent is Paul B. Ennis
5. The name of its successor registered agent is CT Corporation System
6. The address of the registered office and the business address of the registered agent are identical.
7. The foregoing change was authorized by resolution of the board of directors.

Dated September, 19 79.

By Clinton L. Smith
Clinton L. Smith
Its -- President

STATE OF UTAH)
COUNTY OF SALT LAKE) ss:

I, Virginia M. Ellis, a notary public, do hereby certify that on this
5th day of October, 19 79, personally appeared
before me Clinton 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.

Virginia M. Ellis
Notary Public

State of Idaho

Department of State.

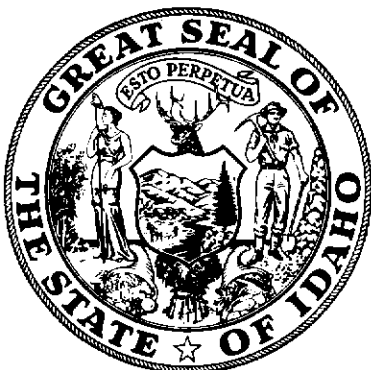
AMENDED CERTIFICATE OF AUTHORITY OF

ABBOTT G.M. DIESEL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ABBOTT G. M. DIESEL, 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 _____, 19 ____.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

FILED
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SECRETARY OF
STATE

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 July, 1960, authorizing it to transact business in the State of Idaho under the name of Abbott G.M. Diesel, 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 October 12, 19 79

SMITH GM POWER, INC.

By C. L. Smith

C. L. Smith

Its _____ President

And _____

Mary Coates

Its Mary Coates Secretary

STATE OF Utah)

COUNTY OF Salt Lake) ss:

I, Virginia M. Ellis, a notary public, do hereby certify that on this

12th day of October, 19 79, personally appeared

(continued on reverse)

79 OCT 22 AM 10 15

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)

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 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 **Abbott G.M. Diesel, 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 18 day of Sept, 1979.

Abbott G.M. Diesel, Inc.

ATTEST:

By Mary Coates
Mary Coates, Secretary

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

(CORPORATE SEAL)

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

BE IT REMEMBERED that on this 18th day of Sept, 1979, personally came before me, a Notary Public in and for the County and State aforesaid, C. L. Smith, 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 C. L. Smith, 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, 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.

Stanley D. Rasmussen
NOTARY PUBLIC
Residing at Salt Lake County, Utah
My Commission expires 1/22/83

(NOTARIAL SEAL)

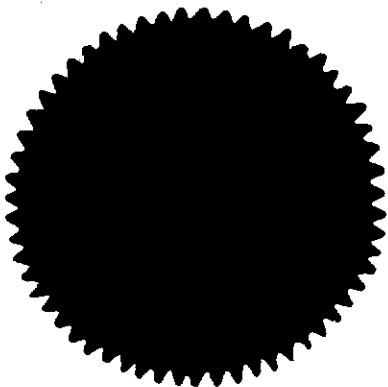


State of DELAWARE

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 "Abbott G.M. Diesel, Inc.", as received and
filed in this office the twentieth day of September, A.D. 1979, at 1 o'clock
P.M.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State