

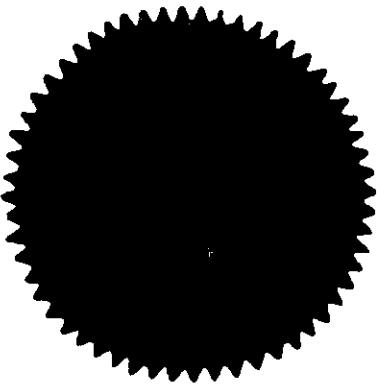
State of Delaware



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 "SYLVANIA HOME & COMMERCIAL ELECTRONICS CORPORATION", as received and filed in this office the twenty-third day of December, A.D. 1964, 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 December in the year of our Lord one thousand nine hundred and sixty-four.



Elisha C. Dukes

Secretary of State

J. L. Louns

Ass't Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

SYLVANIA HOME & COMMERCIAL ELECTRONICS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED: That the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is SYLVANIA COMMERCIAL ELECTRONICS CORPORATION."

FURTHER RESOLVED: That the said amendment is advisable, and the proper officers of this corporation, if the stockholders unanimously consent to the amendment hereinabove set forth, be and hereby are authorized to file the necessary certificate effecting said amendment with the Secretary of State of Delaware, and to cause a copy thereof certified by said Secretary of State to be recorded in the Office of the Recorder of New Castle County, Delaware.

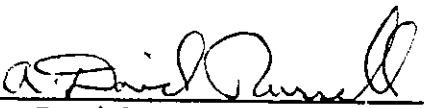
FURTHER RESOLVED: That the Secretary be and hereby is directed to file with the proper state official of any state in which this corporation is authorized to do business as a foreign corporation a certified copy of the certificate of amendment, and/or any other instrument as may be required by the laws of such state.

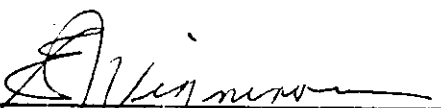
SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 248 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said SYLVANIA HOME & COMMERCIAL ELECTRONICS CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by E. J. VIGNERON, its President, and A. DAVID RUSSELL, its Secretary, this 15th day of December, 1964.

SYLVANIA HOME & COMMERCIAL
ELECTRONICS CORPORATION

By: 
A. David Russell
Secretary

By: 
E. J. Vigneron
President

