

AMENDMENT TO CERTIFICATE OR REGISTRATION OF LIMITED PARTNERSHIP



(Instructions on back of application)

1. The name of the limited partnership is: KDC FINANCIAL LIMITED PARTNERSHIP

2. The date on which its certificate or registration of limited partnership was filed with the Idaho Secretary of State was 11/08/91 and its Domestic State is: DELAWARE

3. The certificate of limited partnership is amended as follows: (check appropriate box(es))
 a. The name of the limited partnership is amended to read:
KOMATSU FINANCIAL LIMITED PARTNERSHIP

b. The name and business address of the registered agent are amended to read:

c. The name of each withdrawing general partner is:

d. The name and business address of each new general partner are:
(if more space is needed, continue in block f)

e. The business of the limited partnership is continued following an event of withdrawal of a general partner.

f. Other amendments (optional):
The address of Komatsu America Corp., general partner, is changed to:
440 N. Fairway Drive
Vernon Hills, IL 60061

4. Signature of at least one general partner and all new general partners:
KDC FINANCIAL CORP., GENERAL PARTNER

BY: David D. Nardo
DAVID D. NARDO, SECRETARY

IDAHO SECRETARY OF STATE

Secretary of State use only
CK: 107109631 CT: 21069 DH: 174822

1 @ 38.00 = 38.00 LP AMEND # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "KDC FINANCIAL LIMITED PARTNERSHIP", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "KOMATSU FINANCIAL LIMITED PARTNERSHIP", THE ELEVENTH DAY OF DECEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9459884

DATE:

12-14-98