



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 "AMERICAN STANDARD CORPORATION", as
received and filed in this office the first day of June, A.D. 1967, at
3 o'clock P.M.

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

Elisha C. Dukes

Secretary of State

L. F. Dumas

Asst. Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMERICAN STANDARD CORPORATION

* * * * *

AMERICAN STANDARD 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 AMERICAN STANDARD CORPORATION be amended by changing the Articles thereof numbered "FIRST and SECOND" so that, as amended, said Articles shall be and read as follows:

"FIRST. The name of the corporation is AMERICAN RADIATOR & STANDARD SANITARY CORPORATION.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware."

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 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said AMERICAN STANDARD CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by David A. DeWahl, its President, and Frederick W. Jaqua, its Secretary, this 26th day of May, 1967.

AMERICAN STANDARD CORPORATION

By DAVID A. DeWAHL
David A. DeWahl, President

AMERICAN STANDARD CORPORATION
CORPORATE SEAL 1965
DELAWARE

By FREDERICK W. JAQUA
Frederick W. Jaqua, Sec.

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.

BE IT REMEMBERED that on this 26th day of May A. D. 1967, personally came before me a Notary Public in and for the County and State aforesaid, David A. DeWahl, President of AMERICAN STANDARD CORPORATION, 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 David A. DeWahl as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

TENNES I. ERSTAD
Notary Public

TENNES I. ERSTAD
NOTARY PUBLIC
STATE OF NEW YORK

TENNES I. ERSTAD
Notary Public, State of New York
No. 60-1129880
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1969