

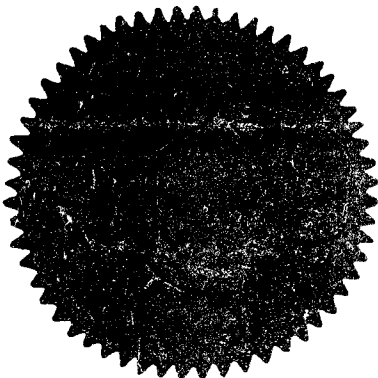
State of Delaware



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 Certificate of Incorporation of the
"R.P.F., LIMITED", as received and filed in this office the ninth
day of June, A.D. 1965, at 8:35 o'clock A.M.

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



Elisha C. Dukes

Secretary of State

[Signature]

Asst's Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * *

R.P.F., Limited, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of R.P.F., Limited the following resolution was duly adopted:

RESOLVED, that this Board of Directors declares the Certificate of Incorporation of this Company be amended by changing Article FIRST thereof so that as amended said Article shall be and read as follows:

"The name of the corporation (which is hereinafter referred to as the 'Company') is PENICK & FORD, LIMITED."

SECOND: That all of the stockholders of R.P.F., Limited have, in accordance with Section 228 of the General Corporation Law of the State of Delaware, consented in writing to the change of the name of R.P.F., Limited to Penick & Ford, Limited.

THIRD: That said amendment has been duly adopted

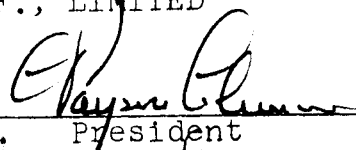
in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said R.P.F., Limited has caused its corporate seal to be hereunto affixed and this certificate to be signed by C. Payson Coleman, its President and John J. McAtee, its Secretary, this 1st day of April, 1965.

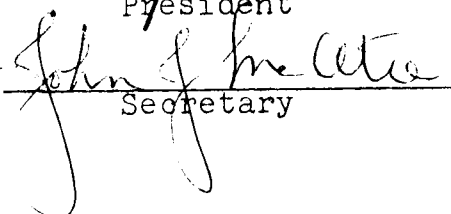
[Corporate Seal]

R.P.F., LIMITED

By


President

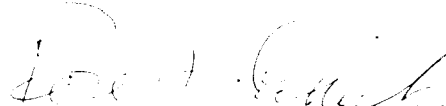
By


Secretary

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 1st day of April, A.D. 1965, personally came before me a Notary Public in and for the County and State aforesaid, C. Payson Coleman, President of R.P.F., Limited, 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. Payson Coleman, 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.



Notary Public

(SEAL)

Notary Public
No. 24
County of New York
Commission Expires March 30, 1966