

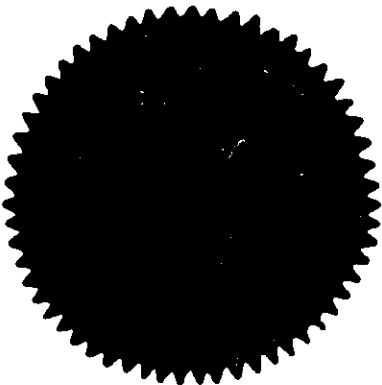


State
of
DELAWARE

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 "CARRIER CORPORATION", as received and filed in this
office the fourteenth day of December, A.D. 1977, at 4 o'clock P.M.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

[Signature]

Assistant Secretary of State

December 14, 1977 4 P.M.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

CARRIER 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 at a meeting of the Board of Directors of Carrier Corporation duly called and held on October 31, 1977, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the first paragraph of Article IV of the Certificate of Incorporation of the Corporation be revised, if the stockholders shall approve, to read as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is 60,162,651 shares, of which 162,651 shares shall be Senior Preferred Stock with a par value of \$50 per share, 10,000,000 shares shall be Cumulative Preferred Stock without par value, and 50,000,000 shares shall be Common Stock with a par value of \$2.50 per share."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting a majority of the outstanding stock entitled to vote thereon, and a majority of the outstanding stock of each class entitled to vote thereon as a class, was voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Carrier Corporation has caused this certificate to be signed by Morris L. Rinehart, its Vice President, and attested by Paige L. Falasco, its Assistant Secretary, this 14th day of December, 1977.

CARRIER CORPORATION

By Morris L. Rinehart
Vice President

ATTEST:

By Paige L. Falasco
Assistant Secretary