

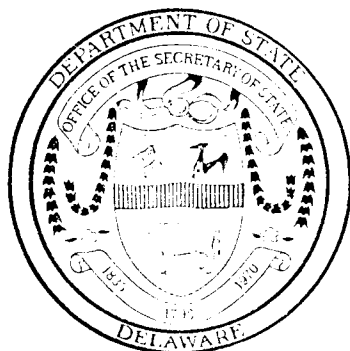
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of . Amendment

filed in this office on August 20, 1981.



A handwritten signature of Glenn C. Kenton.

Glenn C. Kenton, Secretary of State

BY: A handwritten signature of E. Burton.

DATE: September 4, 1981

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ATLAS COPCO NORTH AMERICA INC.

ATLAS COPCO NORTH AMERICA INC. (the "Corporation"), a corporation organized and existing under and by the 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 the Corporation resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and directing that said amendment be submitted to the stockholders of the Corporation for approval by consent in writing, without a meeting, pursuant to Section 228 of the General Corporation Law of the State of Delaware.

SECOND: That the proposed amendment to the Certificate of Incorporation of the Corporation is as follows:

Article "FOURTH" of the Certificate of Incorporation is hereby amended in relevant parts to read as follows:

"FOURTH The total number of shares of all classes of stock which the Corporation shall have authority to issue shall be ten thousand four hundred and ninety-eight (10,498) shares, consisting of five thousand two hundred and forty-nine (5,249) shares of preferred stock, without nominal or par value, and five thousand two hundred and forty-nine (5,249) shares of common stock, without nominal or par value (hereinafter called "Common Stock"). The designation, powers, preferences and relative, participating, optional and other special rights, if any, and the qualifications, limitations and restrictions of each class of stock shall be governed by the following provisions:

(b) Number of Shares. The number of shares of Preferred Stock is 5,249."

THIRD: That written consent to the adoption of said amendment without a meeting of stockholders was signed by the stockholders of the Corporation, as provided in Section 228 of the General Corporation Law of the State of Delaware.

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

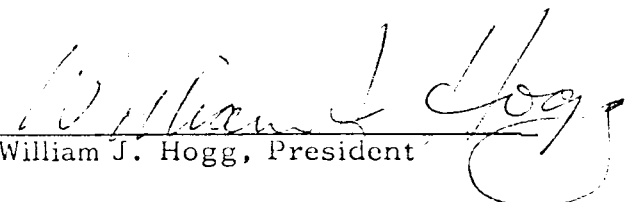
FIFTH: That the capital of the Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, ATLAS COPCO NORTH AMERICA INC. has caused its corporate seal to be hereunto affixed and this Certificate to be signed by William J. Hogg, its President, and attested by Mark Cohen, its Secretary, this 6th day of July, 1981.

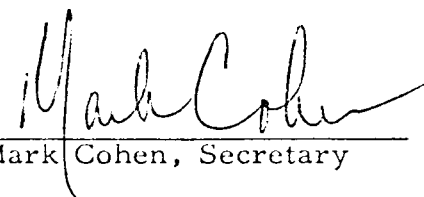
(Corporate Seal)



ATLAS COPCO NORTH AMERICA INC.

By 
William J. Hogg, President

ATTEST:

By 
Mark Cohen, Secretary