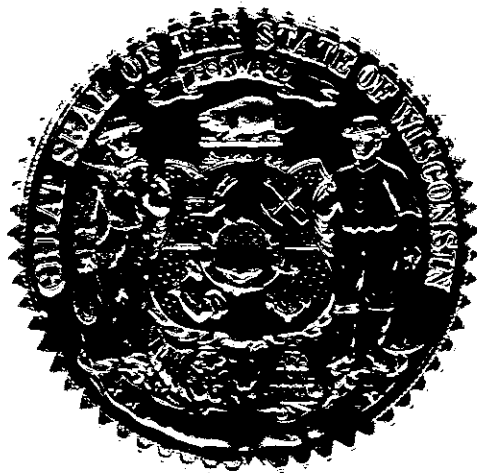


TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, ROBERT C. ZIMMERMAN, Secretary of State
of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that
the annexed copy of

Amendment to articles of incorporation (Filed January 10, 1974)
of THE MACGILLIS & GIBBS COMPANY

has been compared by me with the record on file in this Department and that the
same is a true copy thereof, and of the whole of such record; and that I am the legal
custodian of such record, and that this certification is in due form.



In Testimony Whereof, I have
hereunto set my hand affixed the Great
Seal of the State at the Capitol, in the City
of Madison, on February 8, 1974


ROBERT C. ZIMMERMAN
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE MAC GILLIS & GIBBS COMPANY

The undersigned officers of The Mac Gillis & Gibbs Company certify:

1. The attached amendment of the articles of incorporation was adopted by the shareholders on the 12th day of November, 1973, by the following vote:

	Number of Shares Outstanding	Number of Shares Entitled To Vote	Number of affirmative Votes Required	Number of Votes cast For Against
Common	8371	8371	5581	8284 0
Preferred	None			

2. The amendment provides for a reclassification of issued shares and sets forth the manner of such reclassification.

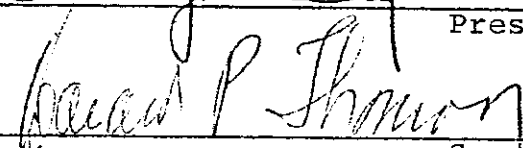
3. The amendment effects a change in the amount of stated capital by reclassifying each issued and outstanding share of Common Stock of the Par Value of \$100 per share into one share of Common Stock of the Par Value of \$1 per share. As a result of the amendment the amount of the stated capital of the Corporation will be reduced from \$837,100 to \$8,371.

Executed in duplicate and seal affixed this 5th day of December, 1973.

[Corporate Seal]



President



Secretary

This document was drafted by
Harold P. Thomson of the law
firm of Whyte, Hirschboeck,
Minahan, Harding & Harland, S.C.

"RESOLVED, That Article 3 of the Articles of Incorporation of The Mac Gillis & Gibbs Company is hereby amended to read as follows:

'Article 3. Capital Stock

The aggregate number of shares which it has authority to issue is 1,000,000 shares of common stock of the par value of \$1 per share.

Upon the effectiveness of the Articles of Amendment setting forth this Amendment, the only authorized Capital Stock of this Corporation will be common stock of the par value of \$1 per share, and each outstanding share, of common stock of the par value of \$100 per share shall thereupon become one share of common stock of the par value of \$1 per share and the shares of common stock of the par value of \$100 per share heretofore authorized and outstanding shall no longer be authorized or outstanding. Each outstanding certificate representing shares of common stock of the par value of \$100 per share shall upon the effectiveness of this Amendment be deemed to represent the same number of shares of common stock of the par value of \$1 per share."