

Filing fee: \$35.00

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19508

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

AMCA International Corporation

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on August 19, 19 68, authorizing it to transact business in Rhode Island under the name of AMCA International Corporation

SECOND: The corporate name of the corporation has been changed to No change
[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No change
[If no other or additional purposes are proposed, insert "No change."]

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: [see §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,500,000	Common	N/A	\$1.00

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 811,436,000
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 0
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 517,373,455
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,434,914

12/16/87
10088A001

37.70
37.70

DEC 15 1987

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Dated November 5, 19 87

AMCA International Corporation

By John A. Davis
J. A. Davis
Its Sr. Vice President

and E. DiSanto
E. DiSanto
Its Asst. Secretary

STATE OF New Hampshire }
COUNTY OF Grafton } SC.

At HANOVER, NH in said County on the 5th day

of November 1987, before me personally appeared John A. Davis +

E. DiSanto, who being by me first duly sworn, declared that he is the

Sr. Vice President + Asst. Secretary of AMCA International Corporation,

that he signed the foregoing document as such

of the corporation, and that the statements therein contained are true.

Lisa R. Chanley
Notary Public

(NOTARIAL SEAL)

NO COMMISSION
EXPIRES 12/31/87

State of Delaware

PAGE

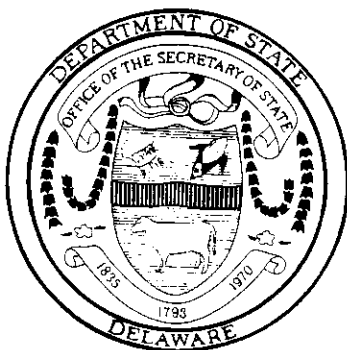
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF AMCA INTERNATIONAL CORPORATION FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 1987, AT 10 O'CLOCK A.M.

|||||



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 1472139

DATE: 11/17/1987

DEC 15 1987

MK

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

AMCA INTERNATIONAL 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 on April 20, 1987, duly adopted resolutions setting forth proposed amendments to the Certificate of Incorporation of this Corporation and declaring their advisability. The resolutions setting forth the proposed amendments are as follows:

RESOLVED: THAT Article FOURTH of the Corporation's Certificate of Incorporation be amended by changing the first paragraph to read as follows:

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authorized to issue is 1,500,000 shares of common stock, par value \$1 per share (hereinafter called "Common Stock").

RESOLVED: THAT Article FIFTEENTH is hereby added to the Certificate of Incorporation to provide as follows:

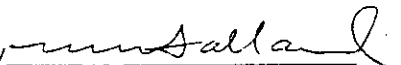
FIFTEENTH: A Director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction for which the Director derived an improper personal benefit.

SECOND: That thereafter, pursuant to resolutions of its Board of Directors, the amendments were considered at the Annual Meeting of Shareholders of this Corporation, duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

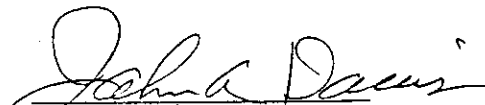
THIRD: That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said AMCA INTERNATIONAL CORPORATION, has caused this certificate to be signed by William R. Holland, its Chairman, President & Chief Executive Officer, and attested by John A. Davis, its Secretary, this 6th day of May, 1987.

AMCA INTERNATIONAL CORPORATION

By 
William R. Holland
Chairman, President & Chief
Executive Officer

ATTEST:


John A. Davis
Secretary