



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Warren Electric Corporation
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on October 20, 1987, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

Article SEVENTH of the Articles of Association is hereby deleted and Article FIFTH thereof is hereby amended to read as follows:

"FIFTH: The aggregate number of shares which the corporation shall have authority to issue is 100 shares of Common Stock, all without par value, which shall be issued in exchange for the 100 shares of Class A Common Stock, without par value, presently outstanding without the payment of any additional consideration on a share for share basis."

3. The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

Class	Number of Shares
None	

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5. The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was -0-.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
None		

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

One share of newly authorized Common Stock shall be issued in exchange for each share of Class A Common Stock presently outstanding. There are no shares of Class B Common Stock outstanding.

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective Upon Filing
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: March, 2004

WARREN ELECTRIC CORPORATION
Print Corporate Name

By Robert A. Beyler
 President or Vice President (check one)

AND

By S. L. Benjamin
 Secretary or Assistant Secretary (check one)

STATE OF RHODE ISLAND
COUNTY OF NEWPORT

In Newport, on this 15th day of March, 2004 personally appeared before me Roberta M. Benjamin who, being by me first duly sworn, declared that ~~he~~/she is the Vice President of the corporation and that ~~he~~/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Steven M. McFinnis
Notary Public Steven M. McFinnis
My commission expires 7/26/05