

State of Rhode Island and Providence Plantations

March 26, 19 63

WE, the undersigned officers of

WARREN ELECTRIC CORPORATION

a corporation duly incorporated under the laws of the State of Rhode Island,
HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called
for the purpose, and held in the City of Providence,
in said State, on the 26th day of March, A. D. 19 63,
the following amendment(s) to the Articles of Association (or Charter) was (~~are~~)
duly adopted by an affirmative vote of the following proportion of the stockholders of
said corporation, viz:—

All of the holders of the issued and outstanding Class A
and Class B Common Stock.

which said vote amends or adds the following Article(or Articles)to read as follows,viz.—

"Article No. NINTH - The By-Laws of the corporation may be
amended, added to, rescinded or repealed by the Board of
Directors of the corporation."

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XXXXXXXXXX.

XArticleIX

[CORPORATE SEAL]

ATTEST:

Robert L. Babin

XXXXXXXXXX (Vice President).

Wm. Robert

Secretary XXXXXXXXXXXX.

NEW YORK
State of ~~XXXXXXXX~~
County of NEW YORK

In the County & State of New York
on this 26th day of March,
A. D. 1963, subscribed and sworn to before me.

Wm. Robert

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BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

Warren Collection Corporation

Duly Incorporated Under the Laws of
the State of Rhode Island.

APR - 8 - 63 SEC. OF
STATE 639 CD***20.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

APR 8 1963 19

Form 1

No. 73028

State of New York, } ss.:
County of Bronx.

I, JOHN J. HANLEY, County Clerk and Clerk of the Supreme Court, Bronx County, a Court of Record having
by law a seal, DO HEREBY CERTIFY, THAT

Michael K. Stauton

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was
at the time of taking the same a NOTARY PUBLIC in and for the State of New York, duly commis-
sioned and sworn and qualified to act as such throughout the State of New York; that pursuant to law a
commission, or a certificate of his official character, and his autograph signature, have been filed in my
office; that as such Notary Public he was duly authorized by the laws of the State of New York to admin-
ister oaths and affirmations, to receive and certify the acknowledgment or proof of deeds, mortgages, powers
of attorney and other written instruments for lands, tenements and hereditaments to be read in evidence or
recorded in this State, to protest notes and to take and certify affidavits and depositions; and that I am well
acquainted with the handwriting of such Notary Public, or have compared the signature on the annexed
instrument with his autograph signature deposited in my office, and believe that the signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this

day of APR 1 1963 19

John J. Hanley

County Clerk and Clerk of the Supreme Court, Bronx County

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THIRD. Said Corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of engaging in activities including, but not limited to, the development, design, modification, construction, manufacture, distribution and sale of all heating and pre-heating devices, controls, systems and units of every kind and description, and the various parts thereof, and articles belonging to or connected therewith and all appliances and machinery related thereto;

Engaging in activities including, but not limited to using, leasing, buying, selling, developing, producing, manufacturing and disposing of, and in any manner dealing in and with respect to articles, goods, wares, merchandise, manufactures, commodities and machinery of every kind, nature and description, and generally engaging in and conducting any form of manufacturing or mercantile enterprise not contrary to law;

Applying for, registering, obtaining, purchasing, leasing, taking licenses in respect of or otherwise acquiring and holding, owning, using, operating, developing, enjoying, turning to account, granting licenses and immunities in respect of, manufacturing under and introducing, selling, assigning, mortgaging, pledging or otherwise disposing of and in any manner dealing with and contracting with reference to: (a) inventions, devices, formulae, processes and any improvements and modifications thereof; (b) letters patent, patent rights, patented processes, copyrights, designs and similar rights, trade-marks, trade symbols and other

SEVENTH. Pre-Emptive Right To Purchase Outstanding Shares. No stockholder shall sell any of his shares of the capital stock of the corporation without first offering said stock in writing to the corporation for a period of thirty days at the same price offered by any bona-fide intended purchaser. Immediately upon receipt of said offer, the corporation shall notify all stockholders of record of said offer by mail. The stockholders and the corporation, or any of them, shall be entitled to share in the purchase of said stock, so offered, in such manner as they shall agree upon; or failing in such agreement, such stockholders as desire to share in such offer may do so receiving such portion of the offering as their registered stock holdings bear to the registered stock holdings of other stockholders who desire to share in said offer. Any stockholder desiring to participate in such purchase shall notify the corporation of his acceptance within the time above provided. Any stockholder accepting any such offer shall have thirty days from the date of such acceptance in which to make the payment therefor. In the event no acceptance of such offer is made by the corporation or a stockholder, the party making such offer shall be free to sell such stock to the bonafide purchaser at the price at which it was offered to the corporation.

indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;
(c) franchises, licenses, grants and concessions;

Acting as agent or representative of corporations, firms and individuals and engaging in a general brokerage, commission, forwarding and export business; and

Doing any and all things and carrying on such other businesses, acts, transactions, operations, duties and activities as are incidental to or suitable for the complete accomplishment of the foregoing purposes.