

Filing fee: \$75.00

60839

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

MAGNETEK, ELECTRIC, INC.

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 June 11, 1990, authorizing it to transact business in Rhode Island under the name of MAGNETEK, ELECTRIC, INC.

SECOND: The corporate name of the corporation has changed to WAUKESHA ELECTRIC SYSTEMS, INC. [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:

[If no other or additional purposes are proposed, insert "No change"]

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:

Table with 4 columns: Number of Shares, Class, Series, Par Value per Share or Statement that Shares are without Par Value

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 11,900,000.00
(B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.00
(C): An estimate of the gross amount of business to be transacted by it during such year is \$ 135,000,000.00
(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 \$ 0.00

Dated September 8, 1995

WAUKESHA ELECTRIC SYSTEMS, INC.

By [Signature]
Edgar J. Smith, Jr.
Its vice President
and [Signature]
Frank J. Simone, Jr.
Its Asst. Secretary

STATE OF Connecticut }
COUNTY OF Fairfield } SC.

At Stamford in said County on the 8th day
of September 1995, before me personally appeared Edgar Smith

who being by me first duly sworn, declared that he is the
Vice President of WAUKESHA ELECTRIC SYSTEMS, INC.,
that he signed the foregoing document as such Vice President
of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public
Janice A. Sullivan

(NOTARIAL SEAL)

RECEIVED,
SECRETARY OF STATE
CORPORATIONS DIV.

SEP 15 2 50 PM '95

United States of America

STATE OF WISCONSIN

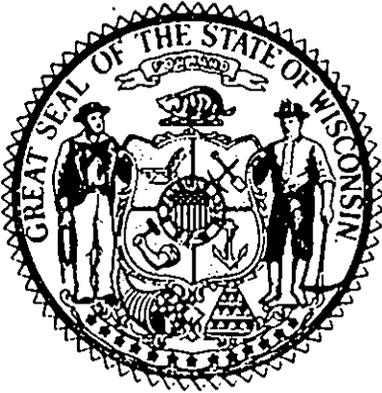
OFFICE OF THE
SECRETARY OF STATE

} SS.

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS La FOLLETTE, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that annexed copy has been compared by me with the document on file in this Office and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.



Douglas La Follette
DOUGLAS La FOLLETTE
Secretary of State

BY: *M. Skizic*
Corporation Division

DATE: OCTOBER 6, 1995