

SECOND
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CHIEF INDUSTRIES, INC.

The undersigned, Virgil R. Eihusen and Robert G. Eihusen, being the President and the Secretary of Chief Industries, Inc., a Delaware corporation, acting for and on behalf of the corporation do hereby certify that:

1. The Certificate of Incorporation of Chief Industries, Inc. is hereby amended as set forth in the Amendments to Certificate of Incorporation attached hereto, marked Exhibit "A", and made a part hereof by this reference.

2. The foregoing amendments were duly adopted at a meeting of the shareholders held on October 13, 1986, and the adoption of the amendments, including actions of the directors and the shareholders, the calling of the meetings, the giving of notice of the meetings and all other action taken with regard to the adoption of the amendments was in full accordance with the provisions of the General Corporation Law of the State of Delaware, including Section 242 thereof.

3. The foregoing amendments will not result in a reduction of the existing capital of the corporation.

Certified at Grand Island, Hall County, Nebraska, this 13th day of October, 1986.

(Corporate Seal)

CHIEF INDUSTRIES, INC.

By Virgil R. Eihusen
Virgil R. Eihusen, President

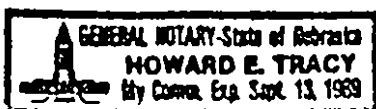
Attest:

Robert G. Eihusen
Robert G. Eihusen, Secretary

STATE OF NEBRASKA)
(ss:
COUNTY OF HALL)

Before me, a Notary public qualified for in said County and State, personally came Virgil R. Eihusen, President and Robert G. Eihusen, Secretary of Chief Industries, Inc., a corporation, known to me to be the President and Secretary and identical persons who signed the foregoing instrument and acknowledged the execution thereof to be their voluntary act and deed as such officers and the voluntary act and deed of said corporation.

Witness my hand and Notarial Seal on October 13, 1986.



Notary Public

Exhibit "A"

AMENDMENTS
TO
CERTIFICATE OF INCORPORATION
OF
CHIEF INDUSTRIES, INC.
A Delaware Corporation

AMENDMENT I

Article Sixth, paragraphs 4(a) through 4(g), inclusive, of the original Certificate of Incorporation are each hereby deleted in their entirety and the following are hereby inserted into the Certificate of Incorporation in lieu thereof:

4. (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably

incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

(c) To the extent that any person referred to in subparagraphs (a) and (b) of this Article Sixth, paragraph 4 has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subparagraphs (a) and (b) of this Article Sixth, paragraph 4 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subparagraphs (a) and (b) of this Article Sixth, paragraph 4. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in the By-Laws of the Corporation) consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as provided in this Article Sixth, paragraph 4.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Article Sixth shall not be deemed exclusive of any other rights to which those seeking indemnification or

advancement of expenses, may be entitled under any statute, bylaw, agreement, vote of stockholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

(g) The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(h) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article Sixth, paragraph 4.

AMENDMENT II

The following shall be inserted in the Certificate of Incorporation as Article Sixth, paragraph 6:

6. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director occurring subsequent to the date of this amendment; provided, however, that this Article Sixth shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law of the State of Delaware, or (d) for any transaction from which the director derived an improper personal benefit.

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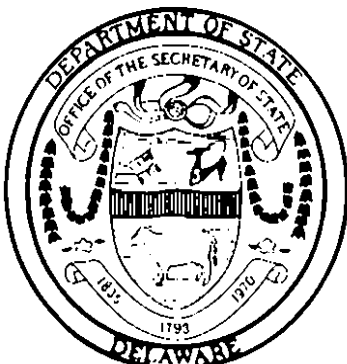
State of Delaware



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 CHIEF INDUSTRIES, INC. FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D. 1986, AT 10 O'CLOCK A.M.

| | | | | | | | | |



726311084

A handwritten signature of Michael Harkins.
Michael Harkins, Secretary of State

AUTHENTICATION:

11001474

DATE:

11/07/1986