

80261

Filing fee: \$75.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

FILED
MAR 6 1997
By J. B. #19
180314

Peerless Weighing and Vending Machine 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 June 28, 1994, authorizing it to transact business in Rhode Island under the name of Peerless Weighing and Vending Machine Corporation

SECOND: The corporate name of the corporation has been changed to The Rockola Corporation
(If no change, so indicate)

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

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
125,000	common	---	\$1.00

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 40,000,000.00

(B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 5,450,000.00

(C): An estimate of the gross amount of business to be transacted by it during such year is \$ 3,900,000.00

(D): An estimate of the gross amount of business to be transacted by it at or from sources of business in Rhode Island during such year is \$ 500,000.00

RECEIVED
SECRETARY OF STATE
CORPORATIONS

MAR 9 1997

Dated Jan 20, 1997

By

Thomas M. Herriford
Its President

and

Karen E. Virkkala
Its Asst Secretary

STATE OF Illinois }
COUNTY OF Cook } Sc.

At Chicago in said County on the 20th day of January 1997, before me personally appeared Thomas M. Herriford, who being by me first duly sworn, declared that he is the President of The Rockola Corporation, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Karen E. Virkkala
Notary Public



State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "PEERLESS WEIGHING AND VENDING MACHINE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 8345813

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DATE: 02-25-97