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Shelby Cnty Judge of Probate, AL
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The State of Alabama

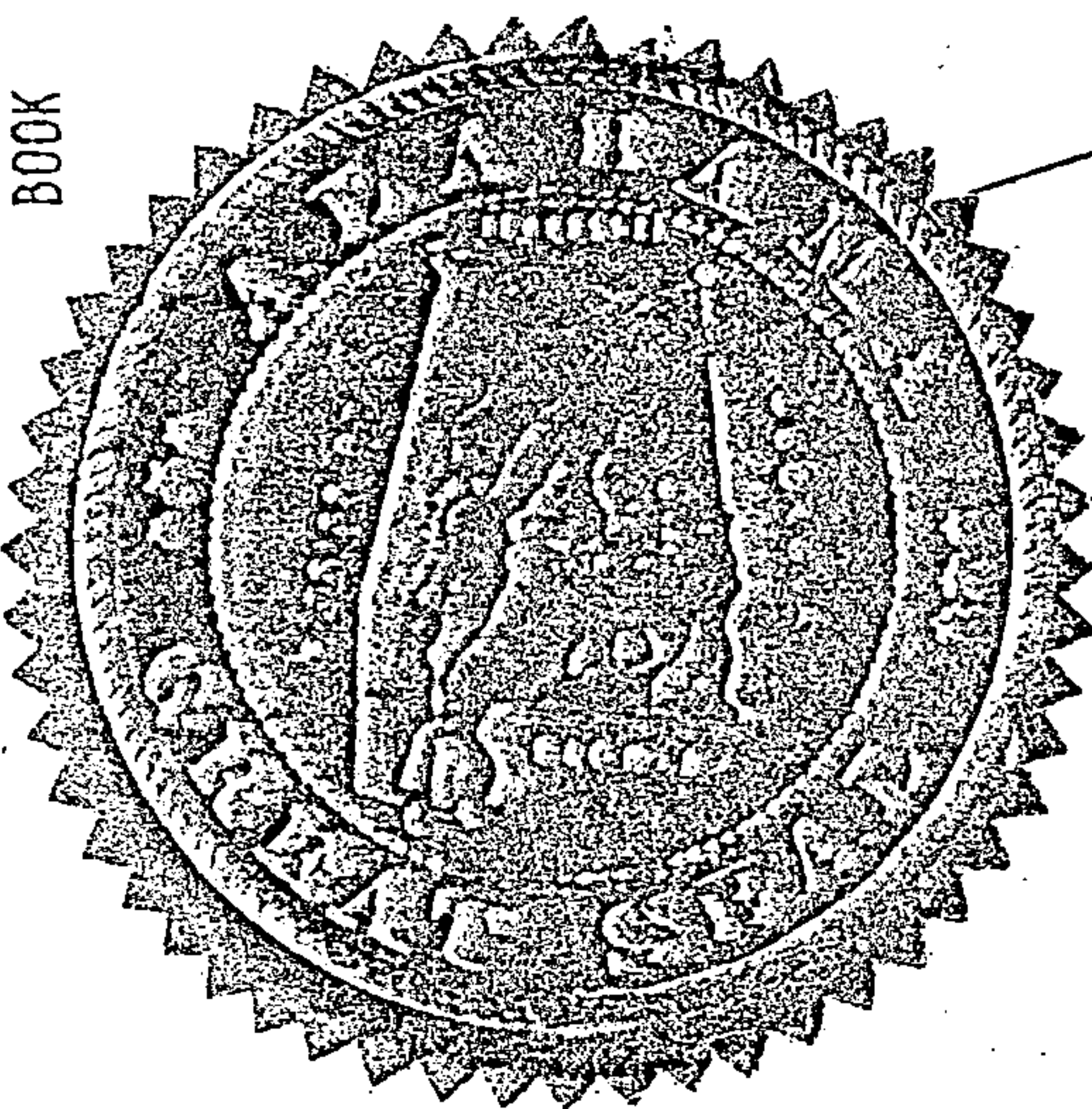
DEPARTMENT OF STATE

10806

I, MRS. AGNES BAGGETT, Secretary of State of the State of Alabama, do hereby certify that the pages hereto attached, contain a true, accurate and literal copy of Certificate of Amendment of Certificate of Incorporation on behalf of C-E PCW, Inc., a Delaware corporation, that qualified in Alabama on March 29, 1977, changing the name to C-E Walther, Inc. as filed in the office of Secretary of State of Alabama on April 26, 1977.

as the same appears on file and of record in this office.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, this 23rd day of June One Thousand Nine Hundred and Seventy-seven
Mrs Agnes Baggett
Secretary of State.



BOOK 20 PAGE 771

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

REC-
APR 26 1977
SECRETARY
OF STATE

C-E PCW Inc., a corporation organized and existing
under and by virtue of the General Corporation Law of the State
of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation,
by the unanimous written consent of its members, filed with the
minutes of the board, adopted a resolution proposing and declaring
advisable the following amendment of the Certificate of Incorpora-
tion of said corporation:

RESOLVED, that the Certificate of Incorporation
of C-E PCW Inc. be amended by changing
Article First thereof so that, as amend-
ed, said Article shall be and read as
follows:

"FIRST: The name of the cor-
poration is C-E Walther, Inc.

SECOND: That the sole stockholder C-E PCW Inc. has given
written consent to said amendment in accordance with the provisions
of Section 228 of the General Corporation Law of the State of
Delaware.

THIRD: That the aforesaid amendment was duly adopted in
accordance with the applicable provisions of Sections 242 and 228
of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this
certificate to be signed by a Vice President, and attested by an
Assistant Secretary, this 30th day of March 1977.

CORPORATE SEAL

C-E PCW Inc.

By

M. Kiamie

Vice President

ATTEST:

By

Oh. [Signature]
Assistant Secretary



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Jack A.

BOOK 20 PAGE 772

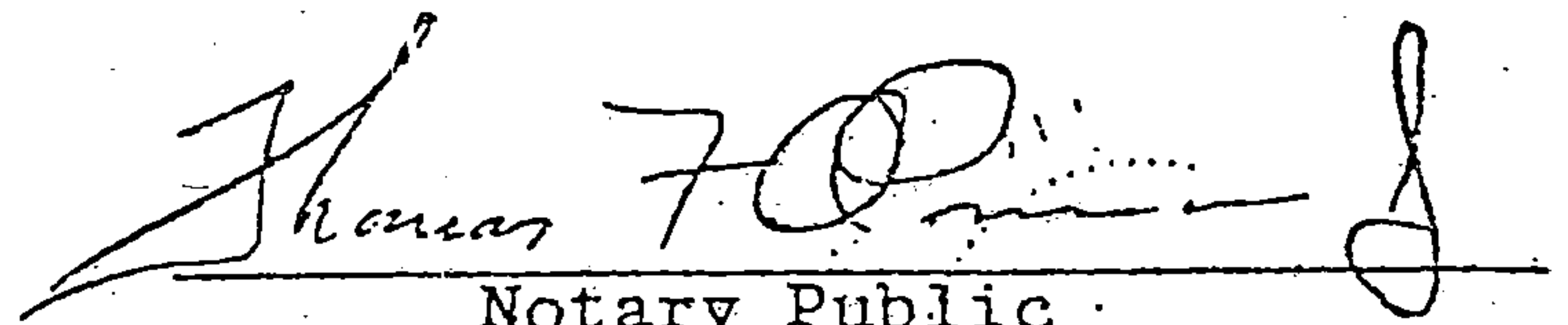
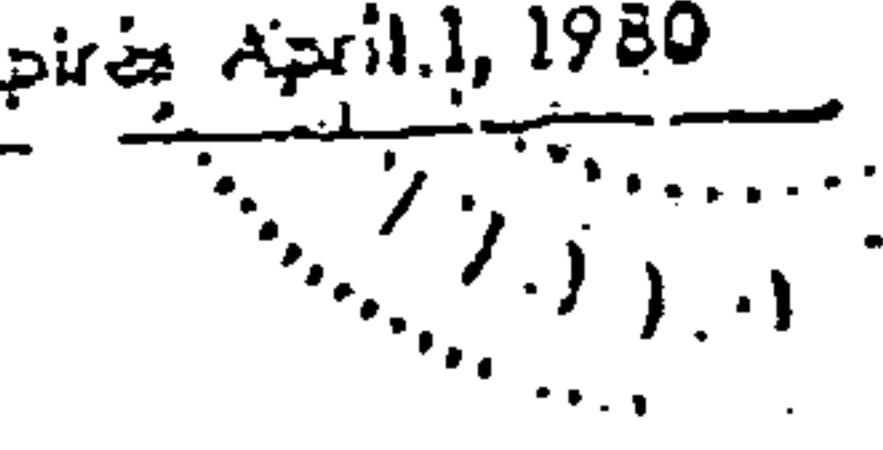
STATE OF CONNECTICUT)
) SS:
FAIRFIELD COUNTY)



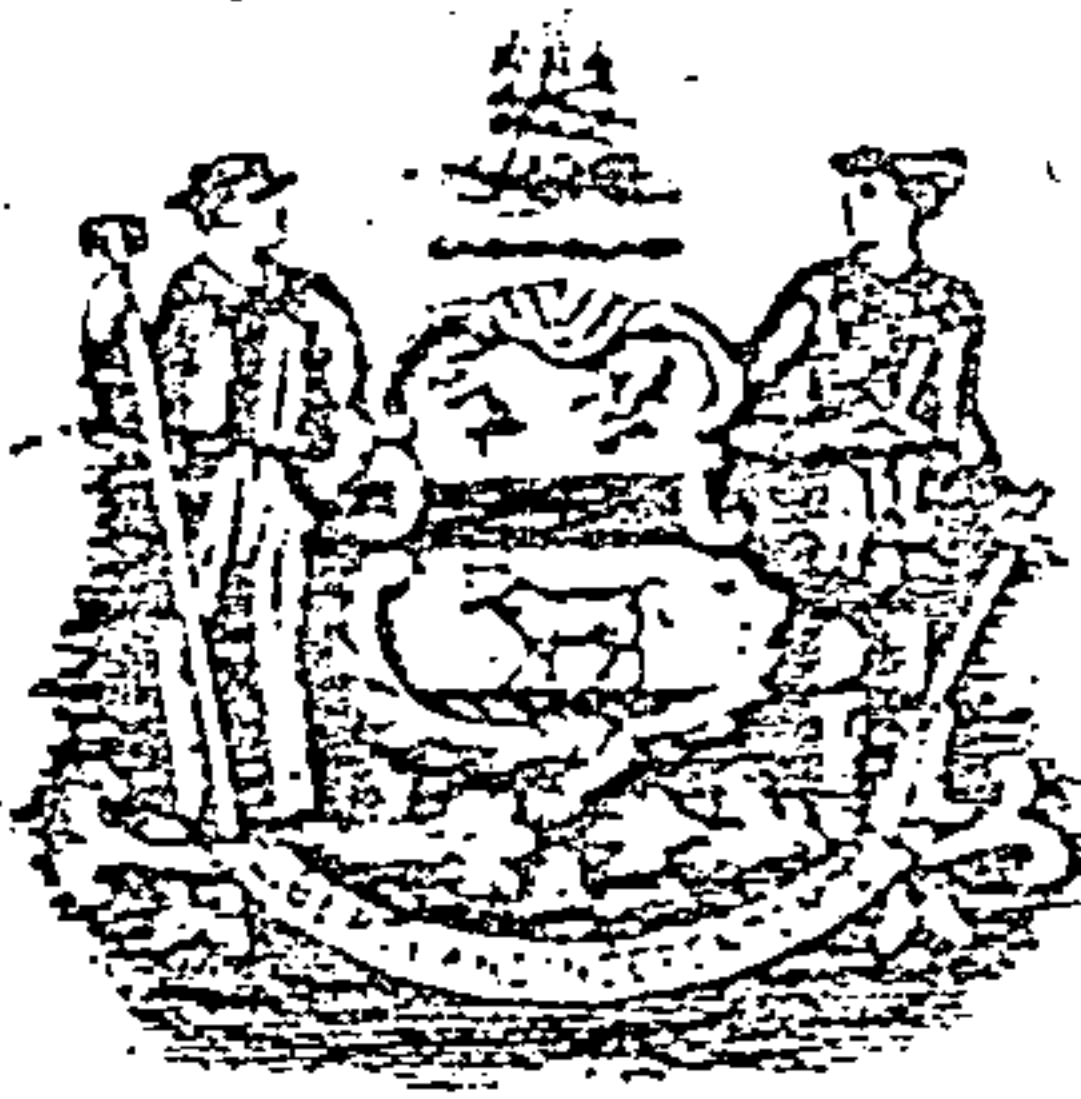
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BE IT REMEMBERED that on this 30th day of March, 1977, personally came before me, a Notary Public in and for the County and State aforesaid, M. Kiamie, a Vice President, and D. L. Bergmann, an Assistant Secretary of C-E PCW Inc., a corporation of the State of Delaware, and they duly executed said certificate before me and severally acknowledged the said certificate to be their act and deed and the act and deed of said Corporation and that the facts stated therein are true; that the signatures of the said officers are in the handwriting of each of said officers respectively; and that the seal affixed to said certificate is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public
THOMAS F. O'CONNOR, JR.
NOTARY PUBLIC, FAIRFIELD CO.
Commission Expires April 1, 1980


NOTARIAL SEAL



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State of DELAWARE

Office of SECRETARY OF STATE

BOOK 20 PAGE 774

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "C-E PCW Inc.", as received and filed in this office
the nineteenth day of April, A.D. 1977, at 12 o'clock Noon.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1977 JUL 11 PM 1:41

Thomas C. Snowden, Jr.
JUDGE OF PROBATE

Rev. 6.00

Ind. 1.00

\$ 7.00

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this nineteenth day
of April in the year of our Lord
one thousand nine hundred and seventy-seven

Glenn C. Kenton

Secretary of State

[Signature]

Assistant Secretary of State