

THIS INSTRUMENT PREPARED BY:

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A PROFESSIONAL CORPORATION
1600 SOUTHTRUST TOWER
BIRMINGHAM, ALABAMA 35203

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COPPER WELDING COMPONENTS, INC.

Inst # 1995-01666

Pursuant to the provisions of the Code of Alabama (1994) §10-2B-10.06, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is:

Copper Welding Components, Inc.

2. Article 4 of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

4. AUTHORIZED CAPITAL STOCK.

(a) The aggregate number of shares which the Corporation shall have authority to issue is ten (10) shares of Class A Voting Common Stock, par value of One Dollar (\$1.00) per share and ninety (90) shares of Class B non-voting common stock, par value One Dollar (\$1.00) per share.

(b) Except as otherwise provided herein, all outstanding shares of Class A voting common stock and Class B non-voting common stock shall be identical and shall entitle the holders thereof to identical rights and privileges in all respects.

(c) Except as otherwise provided herein or by law, the holders of the outstanding shares of Class A voting common stock shall have the exclusive right to vote on the election or removal of directors of the Corporation and on all other matters to be voted on by the shareholders of the Corporation. Except as otherwise required by law, the holders of the Class B non-voting common stock shall have no voting rights.

(d) The holders of the outstanding shares of Class A voting common stock shall be entitled to one (1) vote for each share

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of Class A voting common stock so held, and shall not be entitled to exercise cumulative voting.

3. The amendment provides for an exchange, reclassification or cancellation of issued shares. The Corporation shall issue new share certificates reflecting the action taken herein in exchange for the share certificates currently outstanding, as follows:

(a) ten (10) of the issued and outstanding shares of the One Dollar (\$1.00) par value common stock of the Corporation owned by Deborah L. Riha shall be exchanged for ten (10) shares of the One Dollar (\$1.00) par value Class A voting common stock of the Corporation; and

(b) ninety (90) of the issued and outstanding shares of the One Dollar (\$1.00) par value common stock of the Corporation owned by Deborah L. Riha shall be exchanged for ninety (90) shares of the One Dollar (\$1.00) par value Class B non-voting common stock of the Corporation.

Until such exchange shall be effected, this Amendment to the Articles of Incorporation of the Corporation shall be deemed as effective to accomplish the recapitalization herein contemplated as if such new share certificates had been issued and such exchange had actually occurred. Until such time as the new share certificates are issued, all of the existing share certificates shall be deemed to be share certificates of which ten percent (10%) shall be Class A voting common stock and ninety percent (90%) shall be Class B non-voting common stock.

4. The foregoing Amendment to the Articles of Incorporation of the Corporation was adopted by the sole shareholder and the sole member of the Board of Directors of the Corporation on January 13, 1995 pursuant to Code of Alabama (1994) §10-2B-10.03.

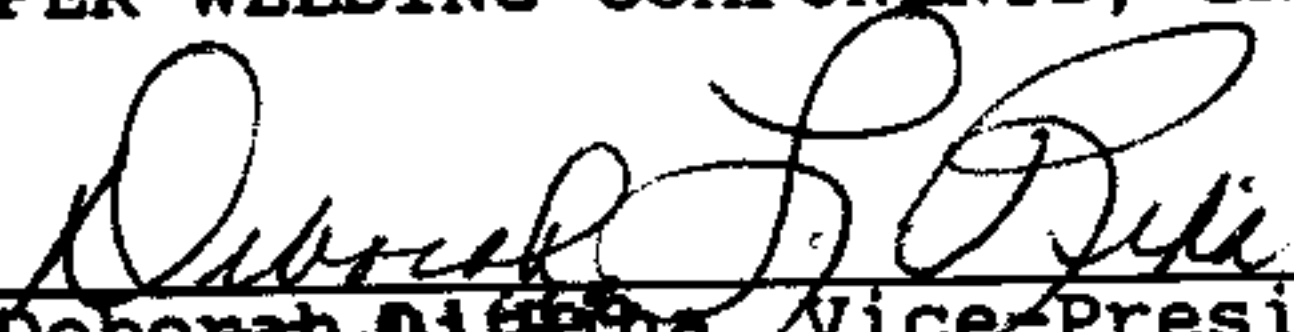
5. The number of shares of the Corporation outstanding at the time of the adoption of the amendment was one hundred (100), the number of shares entitled to vote thereon was one hundred (100) and the number of shares cast for the amendment was one hundred (100).

This the 13th day of January, 1995.

ATTEST:


Jennifer Riha, Secretary

COPPER WELDING COMPONENTS, INC.

By: 
Deborah L. Riha, Vice-President
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