

482767 165
2

5439
DeWitt, Shaw, Fairweather + Geraldson
55 E. Monroe St, Suite 4200
Chgo, Ill 60605-5803
PAGE 1

State of Delaware

Office of the Secretary of State

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 CERTIFICATE OF AMENDMENT OF "PONDEROSA SYSTEM, INC.", CHANGING ITS NAME FROM "PONDEROSA SYSTEM, INC." TO "PONDEROSA, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JUNE, A.D. 1982 AT 10:15 O'CLOCK A.M.



Chicago Title Insurance Company

95067014

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD
95 NOV -2 PM 1:39
MARGARET O'NEAL
RECORDER



Edward J. Freel

Edward J. Freel, Secretary of State

0684515 8100
950234873

AUTHENTICATION: 7677848
DATE: 10-17-95

J. O'Neil
11

FILED

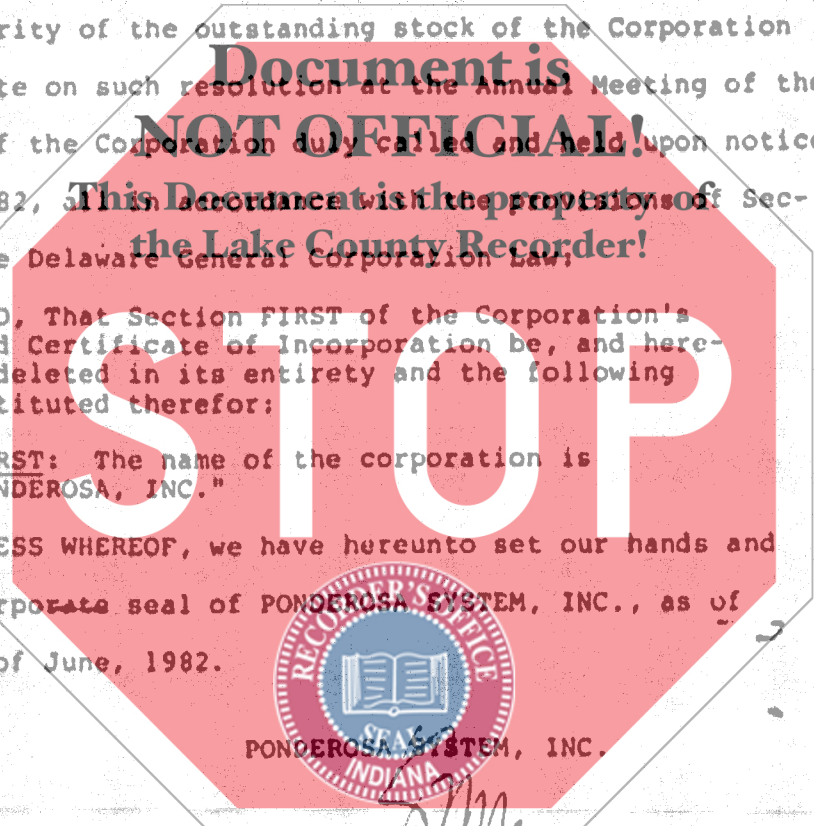
CERTIFICATE OF AMENDMENT
TO
RESTATED CERTIFICATE OF INCORPORATION
OF
PONDEROSA SYSTEM, INC.

JUN 21 1982

10:15 AM

Alvan C. Kuylen
REGISTRAR OF STATE

The undersigned, GERALD S. OFFICE, JR. and JOHN R. MOHR,
President and Secretary, respectively, of PONDEROSA SYSTEM, INC.,
a Delaware corporation (the "Corporation"), hereby certify that
the following resolution amending the Corporation's Restated
Certificate of Incorporation was duly adopted by the affirmative
vote of a majority of the outstanding stock of the Corporation
entitled to vote on such resolution at the Annual Meeting of the
Stockholders of the Corporation duly called and held upon notice
on June 21, 1982, ~~in accordance with the provisions of Sec-~~
tion 242 of the Delaware General Corporation Law.



RESOLVED, That Section FIRST of the Corporation's
Restated Certificate of Incorporation be, and here-
by is, deleted in its entirety and the following
is substituted therefor:

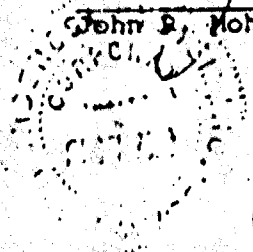
"FIRST: The name of the corporation is
PONDEROSA, INC."

IN WITNESS WHEREOF, we have hereunto set our hands and
affixed the corporate seal of PONDEROSA SYSTEM, INC., as of
this 21st day of June, 1982.

ATTEST:

John R. Mohr
John R. Mohr, Secretary

By *Gerald S. Office, Jr.*
Gerald S. Office, Jr.,
President



00002