

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 RESTATED CERTIFICATE OF "ADIENCE, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1993, AT 1 O'CLOCK P.M.

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MORRIS W. CARTER
RECORDER

FILED FOR RECORD

ENTERED FOR TAXATION SUBJECT
TAXAL ACCEPTANCE FOR TRANSFER

FEB 5 1997

SAM ORLICH
AUDITOR LAKE COUNTY



Edward J. Freel

Edward J. Freel, Secretary of State

8304925

AUTHENTICATION:

01-28-97

DATE:

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**RESTATED
CERTIFICATE OF INCORPORATION
OF
ADIENCE, INC.**

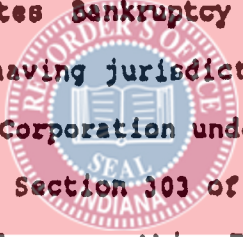
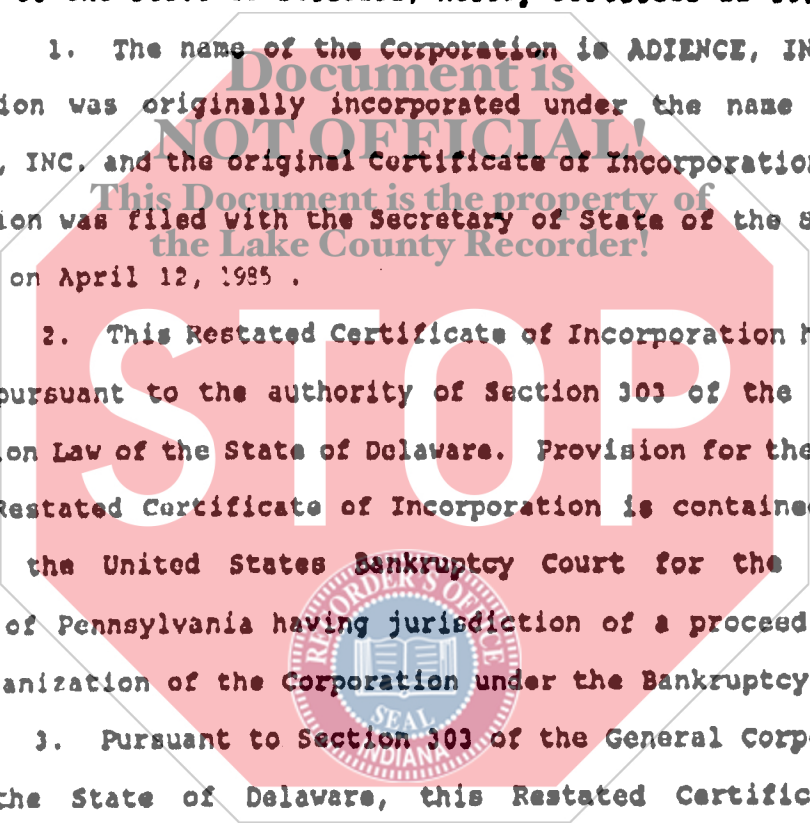
ADIENCE, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is ADIENCE, INC. The Corporation was originally incorporated under the name ADIENCE EQUITIES, INC. and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 12, 1985 .

2. This Restated Certificate of Incorporation has been adopted pursuant to the authority of Section 303 of the General Corporation Law of the State of Delaware. Provision for the making of this Restated Certificate of Incorporation is contained in an order of the United States Bankruptcy Court for the Western District of Pennsylvania having jurisdiction of a proceeding for the reorganization of the Corporation under the Bankruptcy Code.

3. Pursuant to Section 303 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation.

4. The text of the Certificate of Incorporation is hereby restated and amended to read in its entirety as follows:



STATE OF INDIANA
RECORDER OF DEEDS

directs. If a majority, in number representing three-fourths in value of the creditors or class of creditors, and or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

SIXTH: In all elections of the Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for this Article sixth) he or she would be entitled to cast for the election of directors with respect to his or her shares multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

SEVENTH: (1) To the fullest extent that the law of the State of Delaware, as the same exists or may hereafter be amended, permits elimination of the personal liability of directors, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(2) The provisions of this Article Seventh shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article Seventh is in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article Seventh. Any amendment or repeal of this Article Seventh or adoption of any By-Law of the Corporation or other provision of the Certificate of Incorporation of the Corporation which has the effect of increasing director liability shall operate prospectively only, and shall not affect any action taken, or any failure to act, by a director of the Corporation prior to such amendment, repeal, By-Law or other provision becoming effective.

EIGHTH: (1) Except as prohibited by law, every director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against all expenses and liability (as those terms are defined

the Action or Indemnitor Action provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for the expenses.

(3) If a written claim for indemnification under Paragraph (1) of this Article Eighth or for advancement of expenses under Paragraph (2) of this Article Eighth is not paid in full by the Corporation within 30 days after the claim has been received by the Corporation, the indemnitee may at any time thereafter bring an Indemnitor Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of bringing and pursuing such Indemnitor Action. The only defense to an Indemnitor Action to recover on a claim for indemnification under Paragraph (1) of this Article Eighth shall be that the conduct of the indemnitee was such that under Delaware law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel and stockholders) to have made a determination prior to the commencement of such Indemnitor Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law, shall be a defense to such Indemnitor Action or create a presumption that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law. The only defense to an Indemnitor Action to recover on a claim for advancement of expenses under Paragraph (2) of this Article Eighth shall be failure by the indemnitee to provide the undertaking required by Paragraph (2) of this Article Eighth.

(4) The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of all sums required to be paid by the Corporation to effect indemnification as provided in this Article Eighth. The Corporation may purchase and maintain insurance to protect itself and any indemnitee against any expenses or liability incurred by the indemnitee in connection with any Action, whether or not the Corporation would have the power to indemnify the

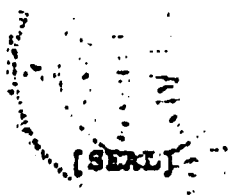
IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed under the seal of the Corporation this 28th day of June 1993.

ADIENCE, INC.

By:



Stephen M. Grimshaw
Vice President-Finance



Attest:



Charles C. Torie
Assistant Secretary

