

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 "AUTOMOTIVE INDUSTRIES MANUFACTURING INC.", CHANGING ITS NAME FROM "AUTOMOTIVE INDUSTRIES MANUFACTURING INC." TO "LEAR TECHNOLOGY CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1998, AT 1 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2570065 8100

981075149

AUTHENTICATION:

8942682

DATE:

02-26-98

TRADEMARK

REEL: 1752 FRAME: 0651

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Automotive Industries Manufacturing Inc., a Delaware corporation (the "Corporation"),

DOES HEREBY CERTIFY THAT:

FIRST: By Unanimous Written Consent, the Corporation's Board of Directors duly adopted resolutions approving a proposed amendment (the "Amendment") to the Corporation's Certificate of Incorporation. The resolutions approving the Amendment are as follows:

RESOLVED, that the Corporation's Certificate of Incorporation be amended by changing its Article One thereof so that, as amended, its Article One shall be and read as follows:

ARTICLE ONE

"The name of the Corporation is Lear Technology Corporation";

and be it further

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered such other instruments and documents, in the name and on behalf of the Corporation, and to pay all fees and expenses as they shall deem necessary, proper or advisable in order to carry out fully the purpose and intent of the foregoing resolution.

SECOND: By Written Consent, the Corporation's sole stockholder approved the Amendment.

THIRD: The Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be signed as of
the 23rd day of February, 1998.

AUTOMOTIVE INDUSTRIES MANUFACTURING INC.

By: 

Name: Joseph F. McCarthy

Title: Vice President, Secretary and General Counsel

TRADEMARK

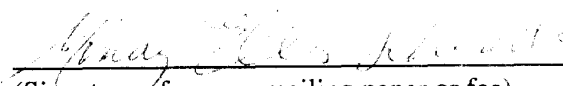
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"EXPRESS MAIL" MAILING LABEL NUMBER: EM552862883US

DATE OF DEPOSIT: July 8, 1998

I HEREBY CERTIFY THAT THIS PAPER OR FEE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE "EXPRESS MAIL POST OFFICE TO ADDRESSEE" SERVICE UNDER 37 CFR 1.10 ON THE DATE INDICATED ABOVE AND IS ADDRESSED TO THE COMMISSIONER OF PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, D.C. 20231.

MINDY ELLIS SCHWARTZ
(Typed or printed name of person mailing paper or fee)


(Signature of person mailing paper or fee)

Pepper Hamilton LLP
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July 8, 1998

VIA EXPRESS MAIL NO. EM552862883US

BOX ASSIGNMENTS
Commissioner of Patents and Trademarks
Washington, DC 20231

Re: Recordal of Merger and Change of Name

Dear Sir:

Enclosed please find two (2) Recordation Form Cover Sheets with attached documents for recordal in the U.S. Patent and Trademark Office. Please charge our deposit account number 16-1322 for the amount of \$130.00.

Sincerely yours,



Mindy Ellis Schwartz

MES/sm
Enclosures

cc: Kathryn A. Donohue, Esquire

PHLEGAL: #533877 v1 (BFX01!.WPD)

Washington, D.C.

Detroit, Michigan

New York, New York

Pittsburgh, Pennsylvania

Wilmington, Delaware

Harrisburg, Pennsylvania

Berwyn, Pennsylvania

Cherry Hill, New Jersey

TRADEMARK
REEL: 1752 FRAME: 0655

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 MERGER, WHICH MERGES:

"MASLAND INDUSTRIES, INC.", A DELAWARE CORPORATION,
 WITH AND INTO "AUTOMOTIVE INDUSTRIES MANUFACTURING INC."
 UNDER THE NAME OF "AUTOMOTIVE INDUSTRIES MANUFACTURING INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 1997, AT 4:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2570065 8100M

971441354

AUTHENTICATION: 8828649

DATE: ~~12-22-97~~ **12-19-97**

REEL: 1752 FRAME: 0656

CERTIFICATE OF MERGER
MERGING
MASLAND INDUSTRIES, INC.
WITH AND INTO
AUTOMOTIVE INDUSTRIES MANUFACTURING INC.

PURSUANT TO SECTION 251 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE

Automotive Industries Manufacturing Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following facts relating to the merger (the "Merger") of Masland Industries, Inc., a Delaware corporation (the "Terminating Corporation") with and into the Corporation, with the Corporation remaining as the surviving corporation (the "Surviving Corporation")

FIRST: That the names and states of incorporation of each of the constituent corporations of the Merger are Automotive Industries Manufacturing Inc., which was incorporated in the State of Delaware pursuant to the General Corporation Law of the State of Delaware (the "DGCL") and Masland Industries, Inc. which was incorporated in the State of Delaware pursuant to the DGCL.

SECOND: That the Agreement and Plan of Merger (the "Agreement") between the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the Surviving Corporation and the Terminating Corporation in accordance with the requirements of Section 251 of the DGCL.

THIRD: That the name of the surviving corporation of the Merger is Automotive Industries Manufacturing Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of the Corporation shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the Merger.

FIFTH: That the executed Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is 21557 Telegraph Road, Southfield, MI 48086.

SIXTH: That a copy of the Agreement will be furnished, on request without cost, to any stockholder of either the Surviving or the Terminating Corporation.

SEVENTH: Pursuant to Section 251(d) and the Agreement and Plan of Merger authorizing the Merger, the Boards of Directors of either the Surviving Corporation or the Terminating Corporation may, at any time prior to the filing of the Certificate of Merger with the Secretary of the State of Delaware, make certain amendments to the Merger or terminate the Merger altogether.

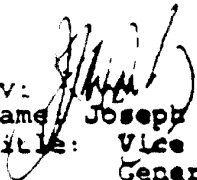
EIGHTH: Pursuant to Section 103(d) of the DGCL, the Merger of the Terminating Corporation into the Surviving Corporation shall become effective as of 11:59 P.M. Delaware time on December 31, 1997.

[signature page follows]

Document Number: 246058.4

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed by its duly authorized officer this 12th day of December, 1997.

AUTOMOTIVE INDUSTRIES MANUFACTURING INC.


BY:
Name: Joseph F. McCarthy
Title: Vice President, Secretary and
General Counsel