

**CERTIFICATE OF AMENDMENT
OF
WATTS HEATWAY, INC.**

Watts Heatway, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), pursuant to Section 242 of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

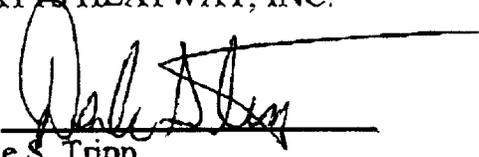
FIRST: That the Company's Board of Directors i.) proposed an amendment to the Company's Certificate of Incorporation which would change Article I thereof so that, as amended, said Article would provide as follows: "The name of the Corporation is Watts Radiant, Inc." and ii.) called a meeting of the stockholders of said corporation for consideration of this amendment.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of shares as required by statute were voted in favor of this amendment.

THIRD: That said 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, said Watts Heatway, Inc. has caused this certificate to be signed by Dale S. Tripp, its President, this the 7th day of September 2001.

WATTS HEATWAY, INC.

By: 
Dale S. Tripp
Title: President

State of Delaware

Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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 "WATTS HEATWAY, INC.", CHANGING ITS NAME FROM "WATTS HEATWAY, INC." TO "WATTS RADIANT, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF SEPTEMBER, A.D. 2001, AT 1:30 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1335583

DATE: 09-10-01

TOTAL P. 02