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CERTIFICATE OF AMENDMENT

CERTIFICATE OF INCORPORATION

OF

PAWLING RUBBER CORPORATION

PAWLING RUBBER CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES RESERV CERTIFY:

FIRST: That the Board of Directors of the Corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring ndvisuale the following amendment to the Corporation's vertificate of incorporation:

RESOLVED, that in the judgment of the Board of Directors it is advisable that article FIFST of the Corporation's Certificate of Incorporaçion be amended to read as fellows:

> "FIRST: The name of the Corporation is PAWLING CORFORATION.";

SECOND: That in lies of a meeting and note of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, and said written consent was filed with the Corporation;

THIRD: That the aforeshid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 328 of the General

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Corporation Law of the State of Delaware: and

FOURTH: That the capital of the Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said PAWLING RUBBER CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Roger W. Smith, its President, and attested by Valerie S. Busby, its Secretary, this 2nd day of October, 1964.

PAWEING RUBBER CURPORATION

ATTEST:

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