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State of Tennessee

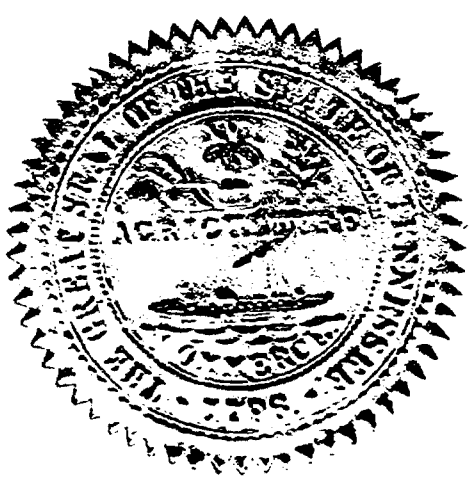


Department of State

I, **Joe C. Carr**, *Secretary of State of the State of Tennessee, do hereby certify that the annexed Instrument with Certificate of Acknowledgment was filed in my office and recorded on the* 26th *day of* March 1965

IN CORPORATION RECORD AMENDMENT BOOK P-50, PAGE 2552

In Testimony Whereof, *I have hereunto subscribed my Official Signature and by order of the Governor affixed the Great Seal of the State of Tennessee at the Department in the City of Nashville, this* 26th *day of* March *A.D.* 1965



Secretary of State.

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AMENDMENT TO CHARTER OF INCORPORATION

At a Meeting of the Board of Directors of

MATLOCK & COPE TRUCK BODY MFG. CORP.
Name of Corporation

duly held at the office of said corporation in Nashville, Tennessee, on the 26th day of March, 19 65, the following resolution was adopted, its advisability declared and a meeting of the stockholders duly called to vote thereon; which resolution is as follows:

BE IT RESOLVED, That the Board of Directors of Matlock & Cope Truck Body Mfg. Corp. does hereby amend the Charter of Incorporation of said corporation, of record in Corporation Record Book Volume 54, page 2163, Secretary of State's Office, as follows:

Said Charter of Incorporation is hereby amended by striking Article First thereof entitled "Name" and substituting in lieu thereof the following:

"The name of this corporation is MATLOCK TRUCK BODY AND TRAILER CORP."

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We, Roy L. Matlock and Thomas L. Cardin, the President and Secretary, respectively, of Matlock & Cope Truck Body Mfg. Corp., a corporation chartered and organized under the laws of the State of Tennessee, in pursuance to directions from the Directors of the corporation, hereby certify that at a meeting of the stockholders of said corporation, legally called and held at the office of said corporation in the town of Nashville, Tennessee, a resolution in writing was adopted by an affirmative vote of the stockholders, said affirmative vote representing a majority of the shares of stock in said corporation, declaring the desire of the stockholders to amend the charter of their said company for the purposes set forth in said resolution above set out, and that said resolution was duly entered on the minutes of said corporation.

Now, therefore, we hereby certify to the fact of the adoption of said resolution by the stockholders of said corporation for the purposes set out, to the end that this certificate may be duly recorded in the office of the Secretary of State.

WITNESS our hands, this the 26th day of March, 1965

Roy L. Matlock
President or Vice-President

Thomas L. Cardin
Secretary or Asst. Secretary

RECORDER'S MEMO:
Legibility of Writing, Typing or Printing Unsatisfactory When Received.

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, a Notary Public of the county aforesaid, Roy L. Matlock and Thomas L. Cardin with whom I am personally acquainted and who made oath before me in due form of law that Roy L. Matlock is the president and Thomas L. Cardin is the Secretary of Matlock & Cope Truck Body Mfg. Corp. and that the statements made in the foregoing certificate are true.

WITNESS my hand and official seal at office in Nashville, Tennessee, this 26th day of March, 1965.

Josephine L. McKinney

(If Notary Public) My commission expires 5th day of May, 1968.

State of Tennessee

AMENDMENT TO

Charter of Incorporation

of

MATLOCK & COPE TRUCK BODY MFG. CORP.

(name changed to)

MATLOCK TRUCK BODY AND TRAILER CORP.

RECEIVED FEE, $ 10.00

RECEIVED TAX, $ _____

TOTAL, $ 10.00

Secretary of State.

MAR 26 2 28 PM '65

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY
STATE OF TENN

74175

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