

PEARL PROFESSIONAL CORPORATION

735 POST ROAD EAST
WESTPORT, CONNECTICUT 06880

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October 27, 1999

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

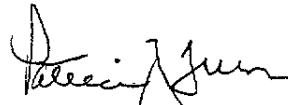
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*****70.00 *****35.00

Re: Exide Electronics Corporation

Dear Sir or Madam:

I have enclosed for filing on behalf of Exide Electronics Corporation two Applications for Amended Certificate of Authority, evidencing the change of the company's name to Powerware Systems, Inc. and then to Powerware Corporation. I have also enclosed two certified copies of the Certificates of Amendment, which were filed with the Delaware Secretary of State. Finally, I have enclosed a check for \$70.00 to cover the filing fee. Please send me evidence of the filing of these applications.

Sincerely yours,


Patricia J. Turner

PJT:lt
Enclosures

cc: Peter Kent, Esq.
Stewart W. Pearl, Esq.

pjt/letters/sosFL

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 29 PM 4:35
11-9

all 11-9
name chg

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Powerware Systems, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 1/28/80

RECEIVED
STATE DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA
OCT 28 1999
11:35 AM

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

April 28, 1999

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Powerware Corporation

6. If the amendment changes the period of duration, indicate new period of duration.

No change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

[Signature]

October 8, 1999

Signature
Name and Title

Date

Thomas Gutierrez
President

State of Delaware

Office of the Secretary of State PAGE 1

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 "POWERWARE SYSTEMS, INC.", CHANGING ITS NAME FROM "POWERWARE SYSTEMS, INC." TO "POWERWARE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1999, AT 5:01 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0875984 8100

991386598

AUTHENTICATION: 9972237

DATE: 09-15-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Powerware Systems, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

1. That the Board of Directors of the Corporation, desiring to amend the Certificate of Incorporation of the Corporation, has adopted the following resolution by unanimous written consent in accordance with the provisions of Section 141(f) of the General Corporation Law of Delaware:

RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to change the name of the Corporation, and as so amended, shall read in its entirety as follows:

"FIRST: The name of the corporation (the 'Corporation') is Powerware Corporation."

2. The resolution amending the Certificate of Incorporation of the Corporation was duly adopted by written consent of the sole stockholder of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, and written notice of the adoption of such resolution has been given as provided by Section 222 of the General Corporation Law to every stockholder entitled to such notice.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Certificate of Incorporation to be signed by Thomas Gutierrez, its President, and attested by Edgar P. DeVlyder, its Secretary, this 26th day of April, 1999.

By:


Thomas Gutierrez,
Its President

Attest:

By:


Edgar P. DeVlyder,
Its Secretary

99 APR 29 PM 4:35
STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED