

P37201

411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4497
414/277-5000
FAX 414/271-3552
http://www.quarles.com

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Quarles & Brady

FILED
99 MAY 10 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Writer's Direct Dial:
(414) 277-5193
E-Mail: rlf@quarles.com

April 15, 1999

Florida Department of State
Division of Corporations
State Capitol
P.O. Box 6327
Tallahassee, Florida 32314

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-04/19/99--01114--019
*****35.00 *****35.00

**Re: Application by Foreign Profit Corporation to File Amendment to
Application for Authorization to Transact Business in Florida**

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida and one photocopy together with a certificate of status of Brady Worldwide, Inc. Also enclosed is our check in the amount of \$35.00 for filing fees.

Please confirm receipt and filing of the application by stamping the enclosed photocopy thereof and return it to me in the postpaid self-addressed envelope provided.

Thank you for your assistance in this matter and please call me if you have questions.

Very truly yours,

Richard L. Feedar
Legal Assistant

RLF
Enclosures
cc(wo/enc.): Steven R. Duback, Esq.

~~0277-9309~~

N/C

QBKME\4348444.1
180003.34604

MAY 17 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 21, 1999

RICHARD L. FEEDAR
QUARLES & BRADY
411 EAST WISCONSIN AVE.
MILWAUKEE, WI 53202-4497

SUBJECT: BRADY USA, INC.
Ref. Number: P37201

We have received your document for BRADY USA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 799A00020698

RECEIVED
99 MAY 10 AM 9:02
DIVISION OF CORPORATIONS

411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4497
414/277-5000
FAX 414/271-3552
<http://www.quarles.com>

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona



Writer's Direct Dial:
(414) 277-5193
E-Mail: rjf@quarles.com

May 7, 1999

Florida Department of State
Division of Corporations
State Capitol
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Application by Foreign Profit Corporation to File Amendment to
Application for Authorization to Transact Business in Florida**

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, one photocopy of the application and an original, duly authenticated certificate evidencing the Articles of Amendment of Brady USA, Inc. amending the name to Brady Worldwide, Inc. Also enclosed is a copy of your letter dated April 21, 1999.

Please confirm receipt and filing of the application by stamping the enclosed photocopy thereof and return it to me in the postpaid self-addressed envelope provided.

Thank you for your assistance in this matter and please call me if you have questions.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Richard L. Feedar".

Richard L. Feedar
Legal Assistant

RLF
Enclosures
cc(w/o enc.): Steven R. Duback, Esq.

QBMKE4348444.1
180003.34604

PROFIT CORPORATION

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)

FILED
99 MAY 10 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. Brady USA, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Wisconsin 3. January 23, 1992
Incorporated under the laws of Date authorized to do business in Florida


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? July 30, 1998
5. Brady Worldwide, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

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

New Jurisdiction


Signature
Peter J. Lettenberger
Typed or printed name

April 15, 1999
Date
Secretary
Title

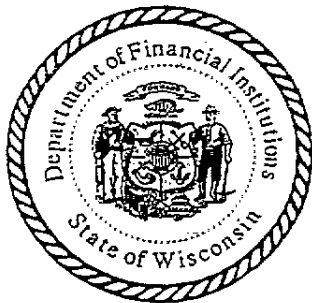
United States of America

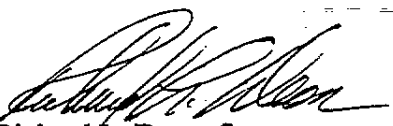
State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the document on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.




Richard L. Dean, Secretary
Department of Financial Institutions

DATE: MAY - 5 1999

BY: 

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFV/CS/Corp
Form 4
WISCONSIN
7/96

RECEIVED

01 B033585

JUL 29 1998

ARTICLES OF AMENDMENT

Stock (for profit)

WISCONSIN
DFI

A. Name of Corporation: Brady USA, Inc.
(prior to any change effected by this amendment)

Text of Amendment (Refer to the existing articles of incorporation and instruction A. Determine those items to be changed and set forth below the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT, the articles of incorporation be amended as follows:

Article I is hereby amended to read in its entirety as follows:

ARTICLE I
Name

The name of the corporation is Brady Worldwide, Inc. *OK*

B. Amendment(s) adopted on July 28, 1998

ACCT#	0000002311	CLASS CODE	340
TRX#	0000897876		\$25.00
ACCT#	0000002311	CLASS CODE	310
TRX#	0000897875		\$40.00

Indicate the method of adoption by checking the appropriate choice below:

() In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)

OR

(X) In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)

OR

() In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on behalf of the corporation on

The effective date and time of these Articles of Amendment shall be as of the close of business on July 31, 1998.

July 28, 1998

Katherine M. Hudson
(signature)

Katherine M. Hudson

(printed name)

President

(officer's title)

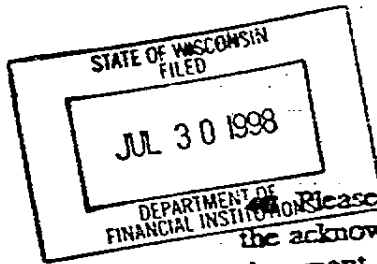
D. This document was drafted by Steven R. Duback
(name of individual required by law)

FILING FEE - \$40.00 OR MORE
SEE REVERSE for Instructions, Suggestions, Filing Fees and Procedures

DELETED EFF. DATE 31 JUL 1998
ARTICLES OF AMENDMENT

\$40.00
25.00
65.00

Stock (for profit)
Cig Corp Name



Susan T. Barker
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee WI 53202

Please indicate where you would like the acknowledgement copy of the filed document sent. Please include complete name and mailing address.

Your phone number during the day: (414) 277 - 5189

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)
Submit one original and one exact copy to Dept. of Financial Institutions, P.O. Box 7846, Madison, Wisconsin, 53707-7846. (If sent by Express or Priority U.S. mail, address to 30 W. Mifflin Street, 9th Floor, Madison WI 53703). The original must include an original, manual signature (sec. 180.0120(3)(c), Wis. Stats.). If you have any additional questions, please call the Division of Corporate and Consumer Services at 608/266-3590.

- A. State the name of the corporation (before any changes effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "RESOLVED, THAT, Article 1 of the Articles of Incorporation is hereby amended to read as follows. . . . etc.")
If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.
- B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark one of the three choices to indicate the method of adoption of the amendment(s).
By Board of Directors - Refer to sec. 180.1002 Wis. Stats. for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.
By Board of Directors and Shareholders - Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003 Wis. Stats. for specific information.
By Incorporators or Board of Directors - Before issuance of shares - See sec. 180.1005 Wis. Stats. for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.
- C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer (or incorporator if directors have not yet been elected) of the corporation or the fiduciary if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary. At least one copy must bear an original manual signature.
- D. If the document is executed in Wisconsin, sec. 182.01(3) Wis. Stats. provides that it shall not be filed unless the name of the drafter (either an individual or a governmental agency) is printed in a legible manner. If document is NOT drafted in Wisconsin, please so state.

FILING FEES

Submit the document with a minimum filing fee of \$40.00, payable to DEPT. OF FINANCIAL INSTITUTIONS. If the amendment causes an increase in the number of authorized shares, provide an additional fee of 1 cent for each new authorized share. When the document has been filed, an acknowledgement copy stamped "FILED" will be sent to the address indicated above.