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P38061

Via Federal Express

DANIEL S. KAPLAN  
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WILLIAM M. KOLB  
ARTHUR I. FIXLER  
*Of Counsel*

January 4, 2002

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-01/10/02--01056--001  
\*\*\*\*\*72.50 \*\*\*\*\*52.50

Dear Honorable Secretary:

On behalf and at the request of, Criterion Metals, Inc., now known as Deutsche Nickel America, Inc., enclosed are the following documents:

1. Application By Foreign Profit Corporation To File Amendment For Authorization To Transact Business In Florida, as executed by the President of Deutsche Nickel America, Inc.
2. Copy of Articles of Amendment to the Articles of Incorporation of Deutsche Nickel America, Inc., evidencing the name change, as duly authenticated by the Secretary of State of the State of Rhode Island.
3. Our check for \$72.50 in payment of the applicable filing fee, a certified copy of our filing and a Certificate of Status.

If you have any questions or comments concerning the enclosed, please call me.

Kindest personal regards.

Cordially,

Daniel S. Kaplan

Enclosures

cc: Markus Parth  
Kevin Steele

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02 JAN -9 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/10/02  
NIC Amend  
SP

**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.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. Criterion Metals, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Rhode Island      3. 3/23/92  
Incorporated under 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? January 1, 2002

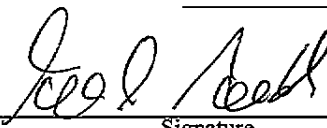
5. DEUTSCHE NICKEL AMERICA, INC.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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

N/A  
New Duration

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

N/A  
New Jurisdiction

  
Signature

January 4, 2002  
Date

MARKUS PARTH  
Typed or printed name

President  
Title

**FILED**  
**02 JAN -9 PM 1:44**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State

Edward S. Inman, III, Secretary of State

Date: December 20, 2001

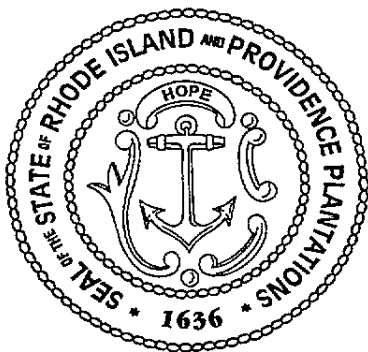
*Deutsche Nickel America, Inc.*  
(Articles of Amendment - 2 Pages)

A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE  
OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

*Edward S. Inman, III*

Secretary of State

By *Debra Antonelli*



Filing Fee \$50.00

ID Number: 61802



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Criterion Metals, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on December 10, 2001, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

First. The name of the corporation is Deutsche Nickel America, Inc.

3. The number of shares of the corporation outstanding at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

Class  
Common

Number of Shares  
1000

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SECRETARY OF STATE  
CORPORATIONS DIV.

**FILED**

DEC 19 2001  
By 278340

5. The number of shares voted for such amendment was 1000; and the number of shares voted against such amendment was 0

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
Common	1000	0

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective January 1, 2002  
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: 12/10/01

Criterion Metals, Inc.

Print Corporate Name

By [Signature]  
 President or  Vice President (check one)

By [Signature]  
 Secretary or  Assistant Secretary (check one)

STATE OF Rhode Island  
COUNTY OF Providence

In Smithfield, on this 10th day of December, 2001 personally appeared before me Markus Parth who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]  
Notary Public  
My Commission Expires: 2004