



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601-3493

158211 ✓

BREMER EHRLER
SECRETARY OF STATE
CLINTON H. NEWMAN II
ACTING SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490
CORPORATE FILINGS (502) 564-2066
CORPORATION RECORDS (502) 564-7330

OCTOBER 27, 1988

RAMONA MEZA
C T CORPORATION SYSTEM
818 WEST SEVENTH STREET
SUITE 1804
LOS ANGELES, CALIFORNIA 90017

RE: ARCO SOLAR, INC.

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

1. Articles of Amendment WERE FILED IN KENTUCKY
ON OCTOBER 27, 1988.

2. Restated Articles of Incorporation

3. Articles of Merger

4. Other

If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,

Bremer Ehler
Secretary of State

State of Delaware



OPTIONAL FORM NO. 10
MAY 1962 EDITION
GSA FPMR (41 CFR) 101-11.6

OCT 27 1988

Michael Harkins
SECRETARY OF STATE

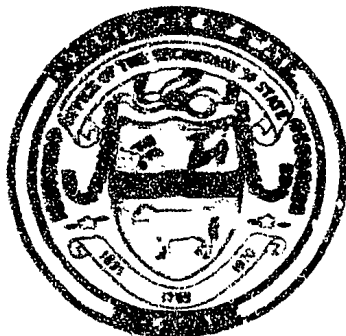
Office of Secretary of State

I, MICHAEL HARKINS, 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 ARCO SOLAR, INC. FILED IN THIS OFFICE ON THE THIRD DAY OF JUNE, A.D. 1988, AT 10 O'CLOCK A.M.

#158211

! ! ! ! ! ! ! ! ! !

539550



726175145

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

11761297

DATE:

06/23/1988

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * *

ARCO SOLAR, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That the Board of Directors of said corporation by the unanimous written consent of its members, filed with the minutes of the board, a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of **ARCO SOLAR, INC.** be amended by adding Article 10:

Article 10.

To the fullest extent permitted by the General Corporation Law of Delaware as the same exists or may hereafter be amended, a director of the Company shall not be liable to the Company or its Stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law of Delaware is amended after approval by the Stockholders of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of this Article 10 by the Stockholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification or with respect to events occurring prior to such time.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 223 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said ARCO SOLAR, INC. has caused this certificate to be signed by Howard L. Edwards its Vice President and attested by Barbara M. Hinds its Assistant Secretary this 27th day of May, 1968.

ARCO SOLAR, INC.



Howard L. Edwards
Vice President

Attest:



Barbara M. Hinds
Assistant Secretary

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
818 WEST SEVENTH STREET SUITE 1004, LOS ANGELES, CA 90017 • TEL: (213) 627-8252
MAILING ADDRESS PO BOX 30309, LOS ANGELES, CA 90030-0309
FAX: (213) 614-9347

October 26, 1988

RE: **ABCO SOLAR, INC.** (Delaware Domestic)

COUNSEL: **Howard Edwards, Atty. & Corp. Csl.**
Atlantic Richfield Company
Legal Department
515 South Flower Street
Los Angeles, California 90071

Secretary of State
Corporation Division
State Capitol Building
Room 154
Frankfort, Kentucky 40601

RECEIVED

OCT 27 1988

Dear Sir:

SECRETARY OF STATE
COMMONWEALTH OF KY

Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation, which is authorized to do business in your state, a certified copy of the Certificate Of Amendment which added a new Article 10 to the company's Certificate Of Incorporation.

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office.

Very truly yours,

C T CORPORATION SYSTEM


Raymond Hays
Assistant Secretary

RH/gc
Enclosures

SPECIAL INSTRUCTIONS: