

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary

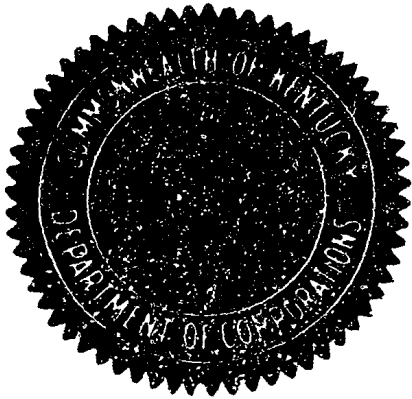


FRANKFORT,
KENTUCKY

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky*, do hereby certify that Amended Articles of Incorporation of

amended pursuant to Kentucky Revised Statutes, 271A, (273) duly signed and verified or acknowledged according to law, have been filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 19TH day of MARCH, 19 82.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

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FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

MAR 19 1982

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NACHOD & UNITED STATES SIGNAL CO.

EX 15-12
Francis J. Miller
SECRETARY OF STATE

246580

Pursuant to the provisions of the Kentucky Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

(1) The name of the corporation is NACHOD & UNITED STATES SIGNAL CO.

(2) The Amendment to the Articles of Incorporation heretofore adopted is as follows:

ARTICLE VI of the Articles of Incorporation of said corporation is hereby deleted and in lieu thereof there is adopted a new ARTICLE VI reading as follows:

ARTICLE VI: The corporation shall begin business on the second day of January, 1935, and shall have perpetual existence unless sooner terminated as provided by law.

(3) The said Amendment was adopted at a meeting of the shareholders of said corporation held at the offices of the corporation at 11:00 A.M. on the 12th day of January, 1982, and at said meeting 853 shares of capital stock of said corporation out of a total of 853 shares of such stock outstanding voted in favor of the adoption of said Amendment.

Dated the 24th day of February, 1982.

NACHOD & UNITED STATES SIGNAL CO.

By J. C. Stewart
J. C. Stewart, its President

and J. S. Ogden
J. S. Ogden, its Secretary

STATE OF KENTUCKY)
) ss.
COUNTY OF JEFFERSON)

I, Squire R. Ogden, a Notary Public, do hereby certify that on this 24th day of February, 1982, personally appeared before me J. C. Stewart, who, being by me first duly sworn, declared that he is the President of Nachod & United States Signal Co., a Kentucky corporation, that he signed the foregoing document as President of the corporation, and that the statements contained therein are true.

My commission expires: April 22, 1984

Squire R. Ogden
Notary Public,

This instrument was prepared by Squire R. Ogden, 1200 One Riverfront Plaza, Louisville, Kentucky 40202.

Squire R. Ogden
Squire R. Ogden

NACHOD & UNITED STATES SIGNAL CO.

Consent Resolution

The undersigned, being all of the Directors of Nachod & United States Signal Co., a Kentucky corporation, do hereby, pursuant to the provisions of KRS 271A.220, unanimously consent to the adoption of the following resolution:

RESOLVED:

1. That the Articles of Incorporation of Nachod & United States Signal Co. be amended so as to delete ARTICLE VI thereof and insert in lieu of said ARTICLE VI a new ARTICLE VI reading as follows:

ARTICLE VI: The corporation shall begin business on the second day of January, 1935, and shall have perpetual existence unless sooner terminated as provided by law.

2. That a meeting of the stockholders of Nachod & United States Signal Co., being the annual 1982 meeting, is hereby called to be held on the 12th day of January, 1982, at the offices of the corporation at 125 Chenoweth Lane, Room 307, Louisville, Kentucky, for the purposes of (a) electing directors, and (b) considering an amendment to the Articles of Incorporation pursuant to which the existence of this corporation shall become perpetual unless sooner terminated as provided by law.

3. That the Secretary of this corporation is hereby authorized and directed to send to each stockholder of record of the corporation, on or before the 23rd day of December, 1981, a notice of the meeting of stockholders to (a) elect directors, and (b) consider amending the Articles of Incorporation in the manner set forth in the resolution adopted by the Board of Directors, which said notice shall be substantially as follows:

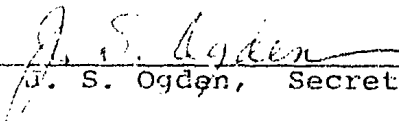
To the Stockholders of Nachod & United States Signal Co.:

Notice is hereby given that pursuant to the action of the Board of Directors a meeting of the stockholders of this corporation, being the annual 1982 meeting, will be held at the offices of the corporation at 125 Chenoweth Lane, Room 307, Louisville, Kentucky, at 11:00 A.M. on the 12th day of January, 1982, for the purposes of (a) electing directors, and (b) considering and passing upon an amendment to the Articles of Incorporation in accordance with a resolution heretofore adopted by the Board of Directors, which amendment is to the effect that the provision of the Articles of Incorporation limiting the existence of the corporation to a period of 50 years from January 2, 1935, be deleted and in lieu thereof a provision be adopted to the effect that the existence of the corporation shall be perpetual unless sooner terminated in the manner provided by law.

If you do not intend to be present at the meeting, please sign and return the Proxy in the envelope en-

closed for that purpose.


Witness the signature of the undersigned Secretary
of Nachod & United States Signal Co., this 14th day of
December, 1981.



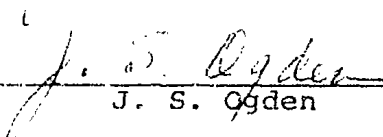
J. S. Ogden, Secretary



D. C. Stewart



J. A. Stewart, ii



J. S. Ogden