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2002-03-06 15:23:12

Cook County Recorder 27.50



03-00131 CK
CERTIFICATE OF AMENDMENT OF AMENDED AND RESTATED CERTIFICATE
OF INCORPORATION OF THE L & C LIGHTING GROUP, INC.

ADDRESS OF PROPERTY:
455 ACADEMY DRIVE
NORTHBROOK, ILLINOIS 60139

PIN: 04-05-400-018

PREPARED BY:
KENYON W. MURPHY
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
THE ZEP GROUP, INC.
455 ACADEMY DRIVE
NORTHBROOK, ILLINOIS 60139

AFTER RECORDING RETURN TO:
CHRISTOPHER A. KAUFMANN
LAWYERS TITLE INSURANCE CORPORATION
10 S. LASALLE STREET
SUITE 2500
CHICAGO, IL 60603

Lawyers Title Insurance Corporation

Property of Cook County Clerk's Office



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Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 "L & C LIGHTING GROUP, INC.", CHANGING ITS NAME FROM "L & C LIGHTING GROUP, INC." TO "ACUITY LIGHTING GROUP, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

Property of Cook County Clerk's Office



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1573734

DATE: 01-23-02

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/09/2001
010570610 - 3409762

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
L & C LIGHTING GROUP, INC.**

It is hereby certified that:

FIRST: The name of the corporation is L & C Lighting Group, Inc.

SECOND: The Amended and Restated Certificate of Incorporation of the corporation is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the corporation is Acuity Lighting Group, Inc."

THIRD: The amendment of the Amended and Restated Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Amended and Restated Certificate of Incorporation this 9th day of November, 2001.

/s/ Kenyon W. Murphy
Name: Kenyon W. Murphy
Title: Senior Vice President and General Counsel

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LOT 9 IN THE RESUBDIVISION OF PART OF LOT 4 IN BLOCK 3 IN THE FIRST
RESUBDIVISION OF SKY HARBOR INDUSTRIAL PARK UNIT NO. 1 IN THE SOUTH 1/2 OF
SECTION 5, TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN,
ACCORDING TO THE PLAT THEREOF RECORDED, JUNE 27, 1973, AS DOCUMENT 22377699, IN
COOK COUNTY, ILLINOIS.

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