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State of Delaware

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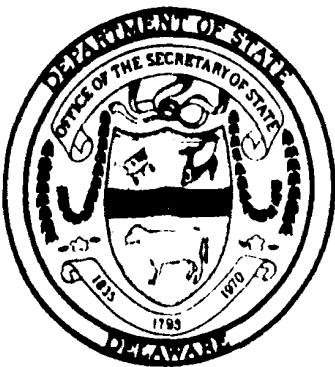
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Office of Secretary of State

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T#8888 TRAN 4243 06/21/91 11.10.00
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COOK COUNTY RECORDER



Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

DATE:

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2013-1302

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 03 31 1991
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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
GENERAL ELECTRIC CAPITAL AUTO AUCTIONS, INC.

Pursuant to Section 242 of the Delaware General Corporation Law, GENERAL ELECTRIC CAPITAL AUTO AUCTIONS, INC., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent pursuant to Section 141(f) of the Delaware General Corporation Law, duly adopted resolutions proposing and declaring advisable an amendment to the Certificate of Incorporation of the Corporation to change the name of the Corporation and directing that said amendment be submitted to the stockholders of the Corporation for consideration and approval thereof. The resolutions setting forth the proposed amendment are as follows:

RESOLVED, that, pursuant to Section 242 of the Delaware General Corporation law, the Certificate of Incorporation of this Corporation shall be amended by striking ARTICLE FIRST thereof in its entirety and substituting therefor the following

FIRST: The name of the Corporation is:
MANHEIM SERVICES CORPORATION.

FURTHER RESOLVED, that the foregoing Amendment to this Corporation's Certificate of Incorporation shall be effective as of the effective date of the filing of a Certificate of Amendment of the Certificate of Incorporation of this Corporation, setting forth the foregoing amendment, with the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that, pursuant to Section 242 of the Delaware General Corporation Law, the foregoing Amendment to the Certificate of Incorporation of this

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Corporation shall be submitted to the stockholders of this Corporation for consideration and approval.

SECOND: That thereafter, the sole stockholder of the Corporation waived all notice of the time, place and purposes of a meeting of the stockholders of the Corporation and gave its written consent to said Amendment in accordance with the provisions of Section 228 of the Delaware General Corporation Law and said written consent was filed with the Secretary of the Corporation.

THIRD: That the aforesaid Amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

FOURTH: That the aforesaid Amendment to the Corporation's Certificate of Incorporation shall be effective as of the effective date of the filing of this Certificate of Amendment of the Certificate of Incorporation with the Secretary of State of the State of Delaware.

FIFTH: That the capital of the Corporation will not be reduced under or by reason of said Amendment.

IN WITNESS WHEREOF, the said GENERAL ELECTRIC CAPITAL AUTO AUCTIONS, INC. has caused this Certificate to be executed by Darryll M. Ceccoli, its Vice-President, and attested by James A. Hatcher, its Secretary, this 29th day of May, 1991

By: Darryll M. Ceccoli
Darryll M. Ceccoli
Vice-President

Attest:

James A. Hatcher
James A. Hatcher
Secretary

04301365