

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, 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 "UT AUTOMOTIVE DEARBORN, INC.", CHANGING ITS NAME FROM "UT AUTOMOTIVE DEARBORN, INC." TO "LEAR AUTOMOTIVE DEARBORN, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JUNE, A.D. 1999, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9811139

DATE:

06-17-99
PATENT

REEL: 010318 FRAME: 0982

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

UT Automotive Dearborn, 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, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of UT Automotive Dearborn, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

FIRST: The name of the Corporation is Lear Automotive Dearborn, Inc.

SECOND: That in lieu of a meeting and vote of its sole stockholder, the stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 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 UT Automotive Dearborn, Inc. has caused this Certificate to be signed by its Vice President and Secretary this 28th day of May, 1999.



Joseph F. McCarthy

Corporated/certificate of amendment

RECORDED: 10/18/1999

PATENT
REEL: 010318 FRAME: 0983