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Correspondent Name and Addres	S Area Code and Telephone Number	630/753-3023
Name Jeffrey P. Calfa		······································
Address (line 1) International Truck and Engi	ine Corporation	
Address (line 2) 4201 Winfield Rd.		
Address (line 3)		
Address (line 4) Warrenville, IL 60555		
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## State of Delaware Office of the Secretary of State

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 "NAVISTAR INTERNATIONAL TRANSPORTATION CORP.", CHANGING ITS NAME FROM "NAVISTAR INTERNATIONAL TRANSPORTATION CORP." TO "INTERNATIONAL TRUCK AND ENGINE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2000, AT 10:30 O'CLOCK A.M.



Edward J. Freel, Secretary of State

AUTHENTICATION:

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CT CORPORATION

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## CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF NAVISTAR INTERNATIONAL TRANSPORTATION CORP.

NAVISTAR INTERNATIONAL TRANSPORTATION CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), does hereby certify:

FIRST: That the directors of the Corporation, acting by written consent dated effective January 31, 2000, pursuant to Section 141(f) of the General Corporation Law of the Stare of Delaware, duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and directing said amendment to be presented to the stockholders of the Corporation for consideration thereby. The resolution setting forth the proposed amendments is as follows:

BE IT RESOLVED, that Article First of the Certificate of Incorporation be amended to read in its entirely as follows:

First: The name of the corporation (hereinafter called the Company) is

## International Truck and Engine Corporation

<u>SECOND</u>: That the sole stockholder of soid Corporation, acting by written consent dated effective January 31, 2000, pursuant to Section 228(a) of the General Corporation Law of the State of Delaware, has given written consent to said amendment, and said written consent was filed with the minutes of the stockholders of the Corporation.

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

IN WITNESS WHEREOF, NAVISTAR INTERNATIONAL TRANSPORTATION CORP., has caused this certificate to be signed on the date indicated below by John R. Horne, its Chairman, President and Chief Executive Officer.

NAVISTAR INTERNATIONAL TRANSPORTATION CORP.

20 m R. Home

---- Title: Chairman, President and Chief Executive Officer

Date Signed: \_2/0/00

RECORDED: 01/29/2002

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 10:30 AM 02/23/2000 001089039 - 0534619 PATENT REEL: 012574 FRAME: 0435