QRM PTO-1618A

03-30-2001



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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 "TENNECO AUTOMOTIVE INC.", CHANGING ITS NAME FROM "TENNECO AUTOMOTIVE INC." TO "TENNECO AUTOMOTIVE OPERATING COMPANY INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 1999, AT 7:58 O'CLOCK A.M.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0711579

DATE: 10-02-00

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TRADEMARK REEL: 002260 FRAME: 0716 IN WITNESS WHEREOF, Tenneco Automotive Inc. has caused this Certificate to be executed by its duly authorized officer, on this  $5^{14}$  day of <u>November</u>, 1999.

TENNECO AUTOMOTIVE INC.

:\_\_\_\_

Mark/P. Frissora, Presiden

TRADEMARK REEL: 002260 FRAME: 0717

**RECORDED: 03/26/2001**