

# 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 "ACUITY BRANDS HOLDINGS, INC.", CHANGING ITS NAME FROM "ACUITY BRANDS HOLDINGS, INC." TO "ACUITY BRANDS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2007, AT 4:20 O'CLOCK P.M.

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

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071056727



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6030556

DATE: 09-26-07

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
ACUITY BRANDS HOLDINGS, INC.**

Acuity Brands Holdings, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), DOES HEREBY CERTIFY:

1. That Article I of the Restated Certificate of Incorporation of the Corporation is hereby amended by deleting such paragraph in its entirety and replacing it with the following:

**"ARTICLE I**

The name of the Corporation is Acuity Brands, Inc."

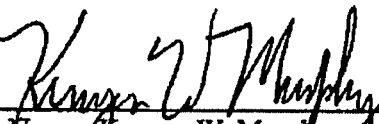
2. That this Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by the officer identified below this 26 day of September, 2007.

**ACUITY BRANDS HOLDINGS, INC.**

By: \_\_\_\_\_



Name: Kenyon W. Murphy

Title: Executive Vice President, Chief  
Administrative Officer and General  
Counsel