

07-27-1998



100775846

RECORDATION

Y

attached original documents or copy thereof.

MRO 7-21-98

1. Name of conveying party(ies):

CRANE CO.

- Individual(s)
- General Partnership
- Corporation-State Illinois
- Other _____

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: May 14, 1985

2. Name and address of receiving party(ies):

Name: CRANE CO.

Street Address: 100 First Stamford Place

City: Stamford State Connecticut ZIP 06902

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

667,700

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Fitzpatrick, Cella, Harper & Scinto

30 Rockefeller Plaza

New York, New York 10112-3801

Telephone No.: (212) 218-2100

Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number

06-1205

(Attach duplicate copy of this page if paying by deposit account):

07/23/1998 SSNITH 00000155 667700

01 FC:481 40.00 00

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Nina Shreve Name of Person Signing

Nina Shreve Signature *July 20, 1998* Date

Total number of pages including cover sheet, attachments, and documents: 6

8501340067

CERTIFICATE OF MERGER
OF
CRANE CO.
INTO
CRANE DELAWARE CO.

11:16 Am
FILED
MAY 14 1985
[Signature]
NOTARY PUBLIC

Pursuant to Section 252 of the
Delaware General Corporation Law

The undersigned corporation organized and existing
under and by virtue of the General Corporation Law of the
State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation
of each of the constituent corporations of the merger is as
follows:

<u>Name</u>	<u>State of Incorporation</u>
Crane Co.	Illinois
Crane Delaware Co.	Delaware

SECOND: That an Agreement and Plan of Merger,
dated as of April 3, 1985, by and between Crane Co. and Crane
Delaware Co., providing for the merger (the "Merger") of Crane
Co. with and into Crane Delaware Co. has been approved,
adopted, certified, executed and acknowledged by each of the

constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the surviving corporation shall be Crane Delaware Co., which shall change its name in the Merger to Crane Co.

FOURTH: The Certificate of Incorporation of the surviving corporation, with such amendments as are effected by the merger, is attached to this Certificate of Merger as Exhibit A, and, as so amended, shall constitute the Certificate of Incorporation, as amended, of the surviving corporation. From and after the filing of this Certificate of Merger, and until further amended or provided by law, said Exhibit A may be certified as the Certificate of Incorporation of the surviving corporation, as amended, separate and apart from this Certificate of Merger.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 300 Park Avenue, New York, N.Y. 10022.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on

... and without cost, to any stockholder of either constituent corporation:

SEVENTH: The authorized capital stock of Crane Co. consists of 20,000,000 shares of common stock, \$6.25 par value, and 600,000 shares of serial preferred stock, \$5.00 par value.

EIGHTH: This Certificate of Merger is not to become effective until the issuance of a Certificate of Merger in respect of the Merger by the Secretary of State of the State of Illinois pursuant to the Business Corporation Act of the State of Illinois.

CRANE DELAWARE CO.

By 
President

ATTEST:


By 
Secretary

Exhibit A

0005

TRADEMARK
REEL: 1760 FRAME: 0621

CERTIFICATE OF INCORPORATION

OF

CRANE CO.

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is Crane Co.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose or purposes for which the Corporation is organized are to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 40,000,000 shares of common stock, par value \$6.25 per share ("Common Stock"). The holders of Common Stock shall have the exclusive power to vote and shall have one vote in respect of each share of such stock held by them.

ARTICLE V

Board of Directors

Section 1. Number. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors which shall consist of not less than three nor more than fifteen persons. The exact number of directors within the minimum and maximum limitations specified in the