

08-11-1998

Docket No. 113267.1

Trademarks Only

Trademarks Only



To the
Please

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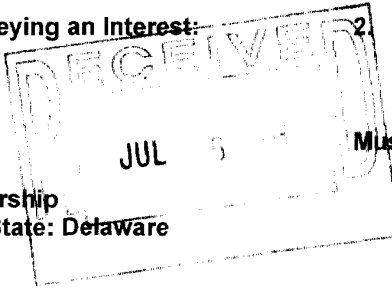
and Trademarks
document or copy thereof:

MEO 7-6-98

1. Name of Party(ies) conveying an Interest:

Kent-Moore Corporation

- Entity: Individual(s)
- General Partnership
- Corporation-State: Delaware
- Association
- Merger
- Other: _____



2. Name and Address of Party(ies) receiving an interest:

SPX Corporation, 700 Terrace Point Drive,
Muskegon, Michigan 49443-3301

- Entity: Individual(s)
- General Partnership
- Corporation-State: Delaware
- Association
- Merger
- Other: _____

3. Interest Conveyed:

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

If not domiciled in U.S., a domestic representative designation is attached:

- Yes
- No

4. Application No. or Registration No. Additional sheet attached? Yes [#] No

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

694,227; 1,069,279; 263,496; 520,758; 676,939;
674,169; and 685,110

5. Name and Address of Party to Whom Correspondence concerning document should be mailed:

John H. Weber
PEPPER HAMILTON LLP
1300 Nineteenth Street, N.W.
Washington, DC 20036

6. Number of applications and registrations involved:

Seven (7)

7. Amount of Fee Enclosed or Authorized to be Charged:

\$190.

8. The Commissioner is hereby authorized to charge any deficiency in payment of the required fee(s) or credit any overpayment to Deposit Account No. 50-0436.

08/07/1998 DNGUYEN 00000019 500436 694227

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 150.00 CH

9. Date of Execution of attached Document: November 12, 1990

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

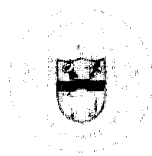
July 6, 1998
Date

[Signature]
John H. Weber

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 OWNERSHIP, WHICH MERGES:

"KENT-MOORE CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "SPX CORPORATION" UNDER THE NAME OF "SPX CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF NOVEMBER, A.D. 1990, AT 2:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

KENT-MOORE CORPORATION

INTO

SPX CORPORATION

* * * * *

SPX Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 9th day of February, 1968, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Kent-Moore Corporation, a corporation incorporated on the 31st day of October, 1981, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 24th day October, 1990, determined to and did merge into itself said Kent-Moore Corporation:

RESOLVED, that SPX Corporation merge, and it hereby does merge into itself said Kent-Moore Corporation, and assumes all of its obligations; and

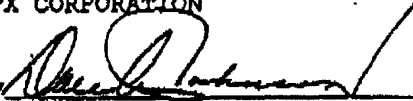
FURTHER RESOLVED, that the merger shall be effective on November 30, 1990; and

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Kent-Moore Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

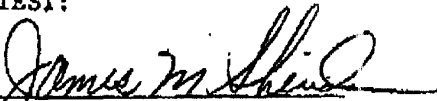
FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of SPX Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said SPX Corporation has caused this Certificate to be signed by Dale A. Johnson, its President and attested by James M. Sheridan, its Secretary, this 12th day of November, 1990.

SPX CORPORATION

By 
Dale A. Johnson
Its President

ATTEST:

By 
James M. Sheridan
Its Secretary

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