



CERTIFICATION

The attached Certificate from the Office of the Secretary of State of the State of Delaware certifies that PREMIER INDUSTRIAL CORPORATION, a corporation of the State of Ohio, has merged into a surviving corporation that is named PREMIER FARNELL CORP., a corporation of the State of Delaware.

I hereby certify that the attached Certificate is a true and exact copy of the original.

STATE OF OHIO                    )  
  ) ss.  
COUNTY OF CUYAHOGA    )

*Jacqueline M. O'Brien*  
Jacqueline M. O'Brien - Notary Public

Date: 9/17/98

My Commission Expires:

**JACQUELINE M. O'BRIEN**  
**Notary Public, State of Ohio, Cuy. Cty.**  
**My Commission Expires Aug. 2, 1999**

Office of the Secretary of State

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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 MERGER, WHICH MERGES:

"PREMIER INDUSTRIAL CORPORATION", A OHIO CORPORATION, WITH AND INTO "FAC DELAWARE CORP." UNDER THE NAME OF "PREMIER FARNELL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF APRIL, A.D. 1996, AT 9:37 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8953758

03-05-98

TRADEMARK  
REEL: 1792 FRAME: 0302

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:37 AM 04/11/1996  
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**CERTIFICATE OF MERGER**

**OF**

**PREMIER INDUSTRIAL CORPORATION**

**INTO**

**FAC DELAWARE CORP.**

(Pursuant to Section 252 of  
the General Corporation Law of the State of Delaware)

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The undersigned does hereby certify that:

**FIRST:** The name and state of incorporation of  
each of the constituent corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Premier Industrial Corporation	Ohio
FAC Delaware Corp.	Delaware

**SECOND:** An Agreement and Plan of Merger (the  
"Agreement") dated as of January 23, 1996, among Farnell  
Electronics PLC, an English public limited company, FAC  
Delaware Corp. and Premier Industrial Corporation has been  
approved, adopted, certified, executed and acknowledged by  
each of the constituent corporations in accordance with the  
requirements of Section 252(c) of the General Corporation  
Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is  
FAC Delaware Corp.

**FOURTH:** The certificate of incorporation of FAC Delaware Corp. shall be the certificate of incorporation of the surviving corporation, except that the following amendment to the certificate of incorporation of the surviving corporation is to be affected by the merger: The name of the surviving corporation, FAC Delaware Corp., shall be changed to "Premier Farnell Corp."; therefore the first article of the certificate of incorporation of the surviving corporation shall read "FIRST: The name of the corporation is "Premier Farnell Corp."."

**FIFTH:** The executed Agreement is on file at the principal place of business of the surviving corporation at 4300 Euclid Avenue, P.O. Box 94884, Cleveland, Ohio 44101-4884.

**SIXTH:** A copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** The authorized capital stock of Premier Industrial Corporation is 101,500,000 shares, consisting of 1,500,000 shares of Serial Preferred Stock of the par value of \$1 each and 100,000,000 shares of Common Stock without par value.

**EIGHTH:** This Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused  
this instrument to be duly executed by its authorized  
officers.

Dated: April 11, 1998

FAC Delaware Corp.

By [Signature]  
Name: Andrew C. Fisher  
Title: Vice President

Attest:

[Signature]  
Secretary

04/10/98 WED 10:10 [TEL/RX NO 5721] 0002