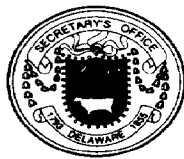
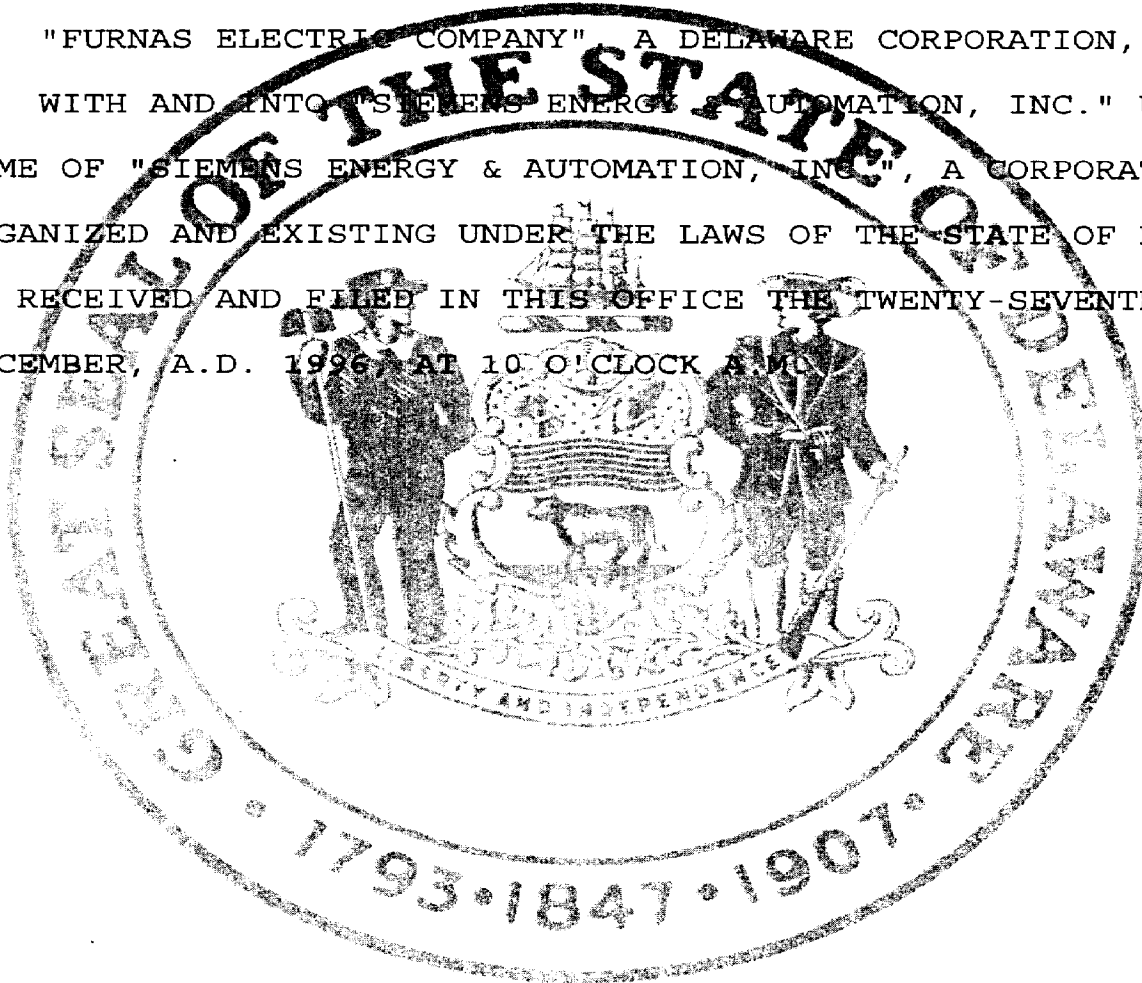


State of Delaware
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"FURNAS ELECTRIC COMPANY" A DELAWARE CORPORATION,
 WITH AND INTO "SIEMENS ENERGY & AUTOMATION, INC." UNDER THE
 NAME OF "SIEMENS ENERGY & AUTOMATION, INC.", A CORPORATION
 ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
 AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF
 DECEMBER, A.D. 1996 AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0783498 8100M

AUTHENTICATION:

8366452

971078059

DATE:

03-11-97

TRADEMARK
REEL: 1861 FRAME: 0220

12-27-96

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
FURNAS ELECTRIC COMPANY
INTO
SIEMENS ENERGY & AUTOMATION, INC.**

Pursuant to Section 253 of the Delaware General Corporation Law:

Siemens Energy & Automation, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on 14th day of July, 1972, pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation owns 100% of the issued and outstanding shares of stock of Furnas Electric Company ("Subsidiary"), a corporation incorporated on the 25th day of April, 1960, pursuant to the Delaware General Corporation Law.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, adopted at a duly conveyed meeting of its members, filed with the minutes of its Board of Directors, on the 10th day of December, 1996, determined to merge Subsidiary with and into the Corporation:

RESOLVED, that the Corporation merge Furnas Electric Company, a Delaware corporation ("Subsidiary"), with and into the Corporation (the "Merger"), effective January 1, 1997, opening of business ("the Effective Time");

RESOLVED, that at the Effective Time, the separate existence of Subsidiary shall cease, Subsidiary shall be merged with and into the Corporation, which shall be the surviving Corporation (the "Surviving Corporation"), and the Surviving Corporation shall be liable for all obligations and liabilities of Subsidiary, and any claims existing and actions or proceedings pending by or against Subsidiary may be enforced as if the merger had not taken place:

RESOLVED, that the Certificate of Incorporation and by-laws of the Corporation, as in effect immediately prior to the effective time, shall be the Certificate of Incorporation and by-laws of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation;

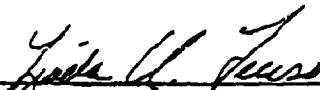
RESOLVED, that at the Effective Time, each share of the common stock, par value \$1.00 per share, of the Corporation which is issued and outstanding immediately prior to the effective time, shall remain outstanding following the Effective Time as the stock of the Surviving Corporation;

RESOLVED, that the Directors and Officers of the Corporation as of the Effective Time shall be the Directors and Officers of the Surviving Corporation and shall hold offices in accordance with and subject to the Certificate of Incorporation of the Surviving Corporation, as in effect as of the Effective Time;

RESOLVED, that the proper Officers of the Corporation are hereby authorized and directed to take all actions and prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Corporation and to pay all such fees and expenses as they, or any of them, may deem necessary, proper or advisable in order to effectuate the merger.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Linda U. Feuss, its Secretary, and attested by Charles E. Herlinger, its Senior Vice President, Chief Financial Officer and Treasurer, as of this 20th day of December, 1996.

SIEMENS ENERGY & AUTOMATION, INC.

By: 
Linda U. Feuss
Secretary

ATTEST:

By 