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08-20-1999

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To the Honorable Commissioner of Pat

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hed original documents or copy thereof.

1. Name of conveying party(ies):
General Signal Corporation



- Individual(s)
- General Partnership
- Corporation-State: New York
- Other _____
- Association
- Limited Partnership

Date of execution of attached Document: October 6, 1998

Additional name(s) of conveying party(ies) attached?

- Yes No

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

Name: SAC Corporation

Internal Address: Corporation Trust Center

Street Address: 1209 Orange Street

City: Wilmington State: Delaware ZIP: 19801

- 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
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

8-17-99

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

10-16-98

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No. 227,991

Additional numbers attached? Yes No

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

Name: John H. Weber, Esq.

Internal Address: PEPPER HAMILTON LLP

Street Address: 600 Fourteenth Street, N.W.

City: Washington State: DC ZIP: 20005-2004

6. Total number of applications and registrations involved:

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-0436

Atty. Dkt. Nos. 113267-326

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

08/19/1999 DC0ATES 00000099 500436 227991

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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.

John H. Weber, ESQ.
Name of Person Signing

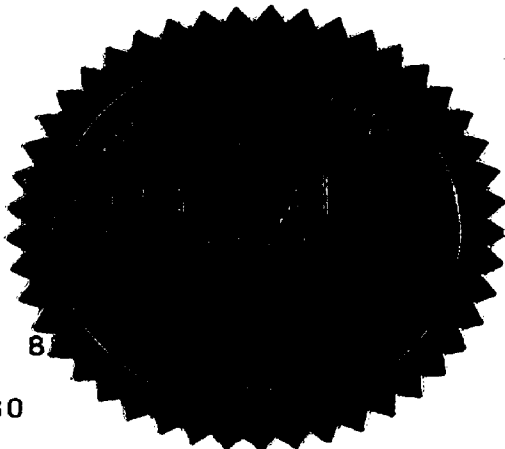
Signature

August 16, 1999
Date

Total number of pages comprising cover sheet:

State of Delaware
Office of the Secretary of State PAGE 1

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 RESTATED CERTIFICATE OF "SAC CORP.", CHANGING ITS NAME FROM "SAC CORP." TO "GENERAL SIGNAL CORPORATION", FILED IN THIS OFFICE ON THE SIXTH DAY OF OCTOBER, A.D. 1998, AT 12:01 O' CLOCK P.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 9577833

DATE: 02-16-99

**RESTATED
CERTIFICATE OF INCORPORATION
OF
SAC CORP.**

(originally incorporated under the same name on February 13, 1998)

FIRST: The name of the Corporation is General Signal Corporation.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

FIFTH: The Board of Directors is expressly authorized to adopt, amend, or repeal the by-laws of the Corporation.

SIXTH: Elections of directors need not be by written ballot unless the by-laws of the Corporation shall otherwise provide.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is hereafter

amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended. Any repeal or modification of this Article SEVENTH by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates, integrates and amends the certificate of incorporation of the Corporation and which has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of Delaware, has been executed this 6th day of October, 1998.

SAC CORP.

By: /s/ Christopher J. Kearney
Christopher J. Kearney
Vice President and Secretary