FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 10-22-1999



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ne	Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year			
7	Name Bendix Corporation	9/30/87			
	Formerly Bendix Aviation Corporation				
	Individual General Partnership	Limited Partnership			
	Other				
	Citizenship/State of Incorporation/Organization Delaware				
	Receiving Party Mark if additional names of receiving parties attached				
	Name Allied Corporation				
,	DBA/AKA/TA				
	Composed of				
	Address (line 1) Columbia Road & Park Avenue				
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	Address (line 3) Morristown	NJ 07690			
	City	State/Country Zip Code			
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I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

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Special Deputy Secretary of State

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STATE OF NEW YORK FILED APR 11985 AMF. OF CHECK \$
FILING FEE \$
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COUNTY FEE \$ Merger ο£ COPY \$ CERT \$ THE BENDIX CORPORATION RETUNO 3 BYLO HANGE OT'NI ALLIED CORPORATION UNDER SECTION 905 OF THE BUSINESS CORPORATION Ω LAW 209797 ALLIED CORPORATION COLUMBIA RD. & PARK AVENUE MORRISTOWN, NEW JERSEY 07960 28. 44 8E 11 1 ANA 58. HV 3909 0001 TRADEMARK **REEL: 001977 FRAME: 0319** CERTIFICATE

UF

MERGER

0 F

THE BENDIX CORPORATION

INTO

ALLIED CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

Ailied Corporation, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

- 1. Allied Corporation (formed under the name "Allied Chemical & Dye Corporation"), a corporation of the State of New York (the "surviving corporation"), owns all of the outstanding shares of The Bendix Corporation (formed under the name "Bendix Aviation Corporation"), a corporation of the State of Delaware.
- 2. The designation and number of outstanding shares of the subsidiary corporation to be merged and the number of such shares owned by the surviving corporation are as follows:

Designation and Number of Outstanding Shares

3,000,000 shares of Common Stock

23

(D)

Number of Shares Owned by Surviving Corporation

3,000,000 shares

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- 3. (a) The certificate of incorporation of Allied Corporation was filed by the Department of State on the 17th day of December, 1920.
- (b). The Bendix Corporation was incorporated under the laws of the State of Delaware on April 13, 1929, and its application for authority to do business in the State of New-York was filed by the Department of State on the first day-of July, 1938.
- 4. The surviving corporation owns all of the outstanding shares of the subsidiary corporation to be merged.
 - 5. The merger shall be effective on April 1, 1985.
- 6. The Plan of Merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the effirst day of April, 1985 and the statements contained herein are affirmed as true under penalties of perjury.

ALLIED CORPORATION

By Lacked

D. R. Kayder Senior Vice President and Chief Financial Officer

A. B. Samet

Assistant Secretary

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RECORDED: 10/18/1999

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