

Trademarks Only



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To the Honorable Commissioner of Patents and Trademarks  
Please record the attached original document or copy thereof: 101413925 1 Trademarks

- 1. Name of Party(ies) conveying an Interest:
- 2. Name and Address of Party(ies) receiving an interest:

SAC Corporation

- Entity:  Individual(s)
- General Partnership
- Corporation-State: Delaware
- Merger
- Other: \_\_\_\_\_



General Signal Corporation  
700 Terrace Point Drive  
Muskegon, MI 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):  
1,896,868; 1,215,493; 370,173; 860,991; 694,854;  
1,213,028; and 930,860

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

John H. Weber  
PEPPER HAMILTON LLP  
Hamilton Square  
600 Fourteenth Street, N.W.  
Washington, DC 20005-2004

- 6. Number of applications and registrations involved:

7

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

\$190.00

- 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.

07/26/2000 MTHAI 00000084 500436 1896868

DO NOT USE THIS SPACE

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02 FC:482 50.00 CH

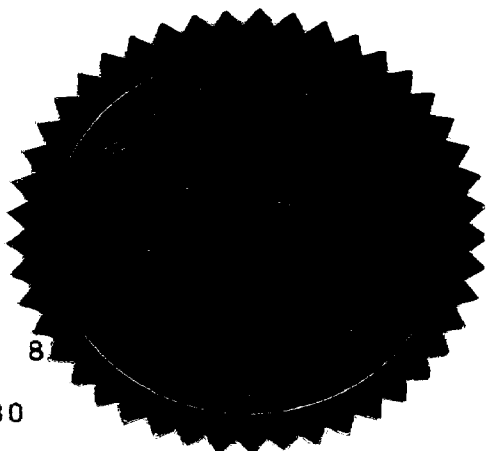
- 9. Date of Execution of attached Document: October 6, 1998

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

6/27/00  
Date

John H. Weber  
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 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*

Edward J. Freel, Secretary of State

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991052580

AUTHENTICATION: 9577833

DATE: 02-16-99

TRADEMARK  
REEL: 002109 FRAME: 0143

**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 6<sup>th</sup> day of October, 1998.

SAC CORP.

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