

Trademarks Only



Trademarks Only

6-26-00

To the Hon **101431894** Trademarks
Please record the attached original document or copy thereof:

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

General Signal Corporation

SAC Corporation
700 Terrace Point Drive
Muskegon, MI 49443-3301

Entity: Individual(s)
 General Partnership
 Corporation-State: New York
 Merger
 Other: _____

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.

DO NOT USE THIS SPACE

- 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.

6/26/00

[Signature]
John H. Weber

08/14/2000 MTHAI1 00009323 500436 1896868
01 FC:481 40.00 CH
02 FC:482 150.00 CH
DC: #61768 v1 (1BNS01:WPD)

CERTIFICATE OF MERGER
OF
GENERAL SIGNAL CORPORATION
INTO
SAC CORP.

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

SAC Corp., a Delaware corporation, does hereby certify:

1. The name and state of incorporation of each of the constituent corporations

is as follows:

<u>Name</u>	<u>State of Incorporation</u>
General Signal Corporation	New York
SAC Corp.	Delaware

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation of the merger shall be SAC Corp.

4. The certificate of incorporation of SAC Corp., which shall be the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

5. The executed agreement of merger is on file at an office of the surviving corporation. The address of such office is 700 Terrace Point Drive, Muskegon, Michigan 49443.

6. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

7. The authorized capital of General Signal Corporation consists of one hundred and fifty million (150,000,000) shares of common stock, par value \$1.00 per share, and ten million (10,000,000) shares of preferred stock, par value \$1.00 per share.

Dated: October 6, 1998

SAC Corp.

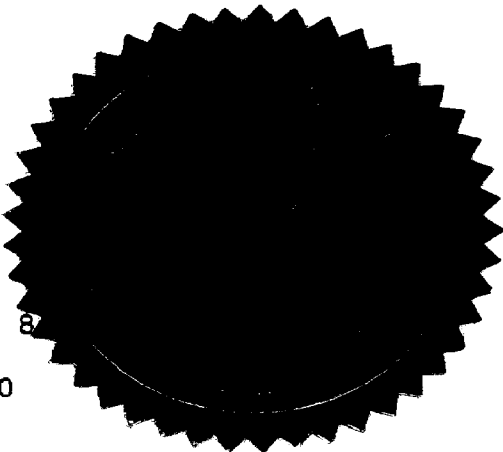
By: /s/ Christopher J. Kearney
Christopher J. Kearney
Vice President and Secretary

232138

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 MERGER, WHICH MERGES:

"GENERAL SIGNAL CORPORATION", A NEW YORK CORPORATION, WITH AND INTO "SAC CORP." UNDER THE NAME OF "SAC CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF OCTOBER, A.D. 1998, AT 12 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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991052580

AUTHENTICATION 9577789

DATE: 02-16-99

RECORDED: 06/26/2000

TRADEMARK
REEL: 002119 FRAME: 0825