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Gabrielle S. Roth

Gabrielle S. Roth

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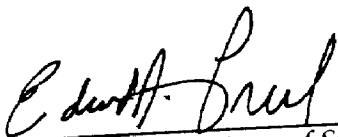
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE CLEVELAND TWIST DRILL COMPANY", A OHIO CORPORATION, WITH AND INTO "GREENFIELD INDUSTRIES, INC." UNDER THE NAME OF "GREENFIELD INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF JUNE, A.D. 1999, AT 12 O'CLOCK P.M.



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Edward J. Freel, Secretary of State

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AUTHENTICATION:

01-08-00

DATE:

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 06/04/1999
991224919 - 2089387

CERTIFICATE OF OWNERSHIP AND MERGER

OF

THE CLEVELAND TWIST DRILL COMPANY
(an Ohio Corporation)

INTO

GREENFIELD INDUSTRIES, INC.
(a Delaware Corporation)

It is hereby certified that:

1. Greenfield Industries, Inc. hereinafter sometimes referred to as the "Corporation" is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the stock of The Cleveland Twist Drill Company which is also a business corporation of the State of Ohio.

3. The laws of the jurisdiction of organization of The Cleveland Twist Drill Company permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges The Cleveland Twist Drill Company into the Corporation.

5. The following is a copy of the resolutions adopted on June 2, 1999 by the Board of Directors of the Corporation to merge the said The Cleveland Twist Drill Company into the Corporation:

RESOLVED that The Cleveland Twist Drill Company be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of The Cleveland Twist Drill Company be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by The Cleveland Twist Drill Company in its name.


RESOLVED that this Corporation shall assume all of the obligations of The Cleveland Twist Drill Company.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Ohio and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization

of the The Cleveland Twist Drill Company and of this Corporation and in any other appropriate jurisdiction.

Executed on June 2, 1999.

GREENFIELD INDUSTRIES, INC.

By: 
Name: H. P. MAHANES
Title: PRESIDENT