

AGREEMENT OF MERGER
MERGING
RANSBURG CORPORATION
An Indiana Corporation

INTO
ILLINOIS TOOL WORKS INC.
A Delaware Corporation

AGREEMENT OF MERGER, dated this 12th day of November 1997, made by and between Ransburg Corporation, a corporation organized and existing under the laws of the State of Indiana, and Illinois Tool Works Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware.

WITNESSETH that:

WHEREAS, the board of directors of each of said corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders and shareholders that Ransburg Corporation be merged into Illinois Tool Works Inc. and

WHEREAS, the provisions of Section 253 of the Delaware Corporation Law and Section 23-1-40-4 of the Indiana Business Corporation Law, authorizes parent-subsubsidiary mergers of corporations into a single corporation,

NOW, THEREFORE, the corporations, parties to this agreement, have agreed and do hereby agree as follows:

FIRST: Ransburg Corporation, organized and existing under the laws of the State of Indiana, shall be and hereby is merged into Illinois Tool Works Inc., organized and existing under the laws of the State of Delaware, and said Illinois Tool Works Inc. hereby merges into itself said Ransburg Corporation (hereinafter in this agreement referred to as the "disappearing corporation"); said Illinois Tool Works Inc. shall be the continuing and surviving corporation (hereinafter in this agreement referred to as the "surviving corporation") and shall be governed by Delaware Corporation Law.

SECOND: The manner of converting the outstanding shares of capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the Disappearing Corporation which shall be outstanding on the effective date of this merger, shall be canceled and no longer outstanding.

(b) The shares of the Surviving Corporation outstanding on the effective date of this merger shall not be changed or converted as a result of this merger, but shall remain outstanding as shares of the Surviving Corporation.

THIRD: The terms and conditions of the merger are as follows:

(a) The By-Laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware and the Secretary of State of Indiana. However, for all accounting purposes, the effective date of the merger shall be as of the close of business on December 31, 1997.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, any and all insurance policies owned by or in which the Disappearing Corporation has any interest and other assets of every kind and description of the Disappearing Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Disappearing Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Disappearing Corporation respectively. The Disappearing Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Disappearing Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Disappearing Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this agreement may be abandoned by either party, by appropriate resolution of its Board of Directors at any time prior to the date of filing this Agreement or by mutual consent of the parties by appropriate resolution of their respective Boards of Directors, at any time prior to the effective date of this merger.

FIFTH: Upon the date when this agreement shall become effective, the separate existence of Ransburg Corporation shall cease and the said Ransburg Corporation shall be merged into the surviving corporation in accordance with this agreement of merger.

The surviving corporation shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the constituent corporations, and all obligations belonging to or due to each of the constituent corporations, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest therein vested in any constituent corporation shall not revert or in any way be impaired by reason of such merger or consolidation;

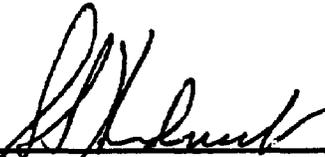
The surviving corporation shall be liable for all the obligations of each constituent corporation, including liability to dissenting shareholders;

All the rights of creditors of each constituent corporation are preserved unimpaired, and all liens upon the property of any constituent corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger or consolidation.

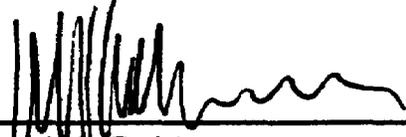
IN WITNESS WHEREOF, the parties to this agreement have caused this agreement to be executed by the Vice President and Secretary of each of the corporations, by authority of the directors of each corporation, as the respective agreement of each of said corporations, on this 12th day of November 1997.

RANSBURG CORPORATION

By: 
Michael J. Robinson
Vice President & Treasurer

By: 
Stewart S. Hudnut
Vice President & Secretary

ILLINOIS TOOL WORKS INC.

By: 
Michael J. Robinson
Vice President & Treasurer

By: 
Stewart S. Hudnut
Sr. Vice President & Secretary

197907-360



ARTICLES OF MERGER

State Form 39036 (R4 / 6-85)
State Board of Accounts Approved 1995

APPROVED
AND
FILED
IND. SECRETARY OF STATE

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6578

Indiana Code 23-1-40-1 et. seq.
FILING FEE: \$80.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.
Upon completion of filing the Secretary of State will issue a receipt.

ARTICLES OF MERGER / SHARE EXCHANGE

OF
RANSBURG CORPORATION

194139-102

(hereinafter "the nonsurviving corporation(s)")

INTO

ILLINOIS TOOL WORKS INC.

197907-360

(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

RECIPIENT

The name of the corporation surviving the merger is: ILLINOIS TOOL WORKS INC.

and such name has has not (designate which) been changed as a result of the merger.

RECEIVED
CORPORATIONS DIV.
97 DEC 27 PM 12:01
SUE ANNE GILROY

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on _____

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of DELAWARE and qualified not qualified (designate which) to do business in Indiana.

If the surviving corporation is qualified to do business in Indiana, state the date of qualification: 07/12/79
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATION(S)

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation	RANSBURG CORPORATION	
State of Domicile	INDIANA	Date of Incorporation or qualification in Indiana (if applicable) 01/02/48
Name of Corporation		
State of Domicile		Date of Incorporation or qualification in Indiana (if applicable)
Name of Corporation		
State of Domicile		Date of Incorporation or qualification in Indiana (if applicable)

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders.

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

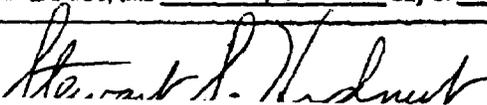
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DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the Senior Vice President & Secretary of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 19th day of December, 19 97.

Signature 

Printed name
Stewart S. Hudnut

RECORDED: 10/27/2000

TRADEMARK TOTAL P.03
REEL: 002178 FRAME: 0070