

State of Delaware

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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 OWNERSHIP, WHICH MERGES:

"FEDERAL-MOGUL CHESTERFIELD, INC.", A DELAWARE CORPORATION, WITH AND INTO "FEDERAL-MOGUL IGNITION COMPANY" UNDER THE NAME OF "FEDERAL-MOGUL IGNITION COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 4:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

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AUTHENTICATION:

9496572

DATE:

12-30-98

TRADEMARK
REEL: 002209 FRAME: 0088

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING FEDERAL-MOGUL CHESTERFIELD, INC.
WITH AND INTO
FEDERAL-MOGUL IGNITION COMPANY

Pursuant to Section 253 of the Delaware General Corporation Law (the "Code"), the undersigned, Federal-Mogul Ignition Company, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated and duly organized pursuant to the Code and is validly existing as a Delaware corporation.

SECOND: That the Corporation owns all of the issued and outstanding shares of common stock of Federal-Mogul Chesterfield, Inc., a Delaware corporation (the "Subsidiary"). The Subsidiary does not have any other class or series of capital stock outstanding.

THIRD: That the Corporation, by resolutions duly adopted by its Board of Directors on the 20th day of November, 1998, determined pursuant to Section 253 of the Code, to merge the Subsidiary with and into the Corporation and to assume all of the Subsidiary's obligations, and that a copy of said resolutions and the conditions set forth in such resolutions are in the form hereinafter set forth:

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge its wholly-owned subsidiary, Federal-Mogul Chesterfield, Inc., a Delaware corporation ("Chesterfield"), with and into the Corporation, and to have Chesterfield's separate existence cease and terminate, and to conduct the business of Chesterfield and assume all of the obligations of Chesterfield (collectively with the other mergers stated herein, the "Mergers");

NOW THEREFORE, BE IT RESOLVED, that the Mergers are authorized and approved in all respects, and the officers of the Corporation be, and each (acting alone) hereby is, authorized and empowered in the name of and on behalf of the Corporation to take or cause to be taken all such actions and to sign, execute, verify, acknowledge, certify to, file and deliver all such instruments and documents, as shall be in the judgment of any such officer, necessary, desirable or appropriate in order to effectuate the Mergers and to perform the obligations of the Corporation under the laws of the State of Delaware and any other state required for the Mergers and as a result of the Mergers, including, but not limited to, filing a Certificate of Ownership and Merger with the Delaware Secretary of State, and any and all documents necessary in jurisdictions of foreign qualification; and

BE IT FURTHER RESOLVED, that any and all prior actions taken by the officers of the Corporation or an agent or employee of the Corporation under the direction of such officer in connection with the actions authorized in the above resolutions hereby are ratified, confirmed, authorized and approved in all respects.

FOURTH. That the Subsidiary shall merge with and into the Corporation, whereupon the Subsidiary shall cease to exist and the Corporation shall be the surviving entity of such Merger, and the Corporation shall assume all of the obligations of the Subsidiary.

FIFTH: This Certificate of Ownership and Merger shall be effective as of December 31, 1998.

IN WITNESS WHEREOF, the undersigned authorized officer of Federal-Mogul Ignition Company has executed this Certificate of Ownership and Merger on behalf of the surviving corporation, this 20th day of November, 1998.

FEDERAL-MOGUL IGNITION COMPANY

By: 

Name: Thomas W. Ryan

Title: Vice President