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document or copy thereof.

1.21.01

<p>1. Name of party or parties conveying an interest:</p> <p>Appalachian Control Environmental Co.,</p>	<p>2. Name and address of party or parties receiving an interest:</p> <p>Name: Fisher Controls International, Inc. a Delaware corporation Address: 8000 Maryland Avenue City: Clayton State: Missouri Zip: 63105</p>
<p>3. Description of the interest conveyed:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Security Agreement</p> <p>Execution Date: December 28, 2000</p>	<p>Other:</p>  <p>01-22-2001 U.S. Patent & TMO/TM Mail Rcpt Dt. #70</p>
<p>4. Application number(s) or patent number(s). Additional sheet attached? YES <input type="checkbox"/> NO <input checked="" type="checkbox"/></p> <p>A. Patent Application no.(s):</p>	<p>If the document is being filed together with a new application, the execution date of the application is:</p> <p>Trademark Reg. No. issued B. Patent no.(s): 1,875,883 filed January 24, 1995</p>
<p>5. Name and address of party to whom correspondence concerning this cover sheet should be mailed:</p> <p>Name: Richard M. LaBarge Reg. No. 32,254 MARSHALL, O'TOOLE, GERSTEIN, MURRAY & BORUN Street Address: 6300 Sears Tower 233 S. Wacker Drive City: Chicago State: Illinois Zip: 60606-6402</p>	<p>6. Number of applications and/or patents identified on this cover sheet: 1</p> <p>7. Amount of fee enclosed or authorized to be charged: \$40.00</p> <p>8. Any additional required fee may be charged, or any overpayment credited to our deposit account: 13-2855</p>

9. To the best of my knowledge and belief, the information contained on this cover sheet is true and correct and any copy submitted is a true copy of the original document.

Date: 1/18/01

Richard M. LaBarge
Richard M. LaBarge
Reg. No. 32,254

Total number of pages including cover sheet, attachments, and document: 4

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State of Delaware
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:

"APPALACHIAN CONTROLS ENVIRONMENTAL CO.", A WEST VIRGINIA CORPORATION,

WITH AND INTO "FISHER CONTROLS INTERNATIONAL, INC." UNDER THE NAME OF "FISHER CONTROLS INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE FORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0882994

DATE: 12-28-00

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STATE OF DELAWARE
~~STATE P. 02/03~~
DIVISION OF CORPORATIONS
FILED 10:00 AM 1/26/2000
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CERTIFICATE OF OWNERSHIP AND MERGER
of
APPALACHIAN CONTROLS ENVIRONMENTAL CO.
(a West Virginia corporation)
into
FISHER CONTROLS INTERNATIONAL, INC.
(a Delaware corporation)

It is hereby certified that:

1. Fisher Controls International, Inc. (hereinafter sometimes referred to as the "Company") is a business corporation of the State of Delaware.
2. The Company is the owner of all of the outstanding shares of stock of Appalachian Controls Environmental Co., which is a business corporation of the State of West Virginia.
3. The laws of the jurisdiction of organization of Appalachian Controls Environmental Co. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Company hereby merges Appalachian Controls Environmental Co. into the Company.
5. The following is a copy of the resolutions adopted on December 19, 2000 by the Board of Directors of the Company to merge the said Appalachian Controls Environmental Co. into the Company:

RESOLVED, that Appalachian Controls Environmental Co. be merged into the Company, and that all of the estate, property, rights, privileges, powers, and franchises of Appalachian Controls Environmental Co. be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by Appalachian Controls Environmental Co. in its name;

RESOLVED, that the Company assume all of the obligations of Appalachian Controls Environmental Co.;

RESOLVED, that the Company 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 West Virginia, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Appalachian Controls Environmental Co. and of the Company and in any other appropriate jurisdiction;

RESOLVED, that the Board of Directors of the Company approve and adopt the (i) Delaware Certificate of Ownership and Merger, (ii) West Virginia Articles of Merger and (iii) the Plan of Merger in the form attached hereto and incorporated herewith;

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RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be December 31, 2000, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time;

RESOLVED, that the appropriate officers of the Company be and each is authorized, in the name and on behalf of the Company and under corporate seal or otherwise, to make or cause to be made all necessary filings, to seek or cause to be sought all consents and to take or cause to be taken any and all such other actions as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions of the foregoing resolutions, including, without limitation, payment of all proper fees and expenses and execution and delivery of all such agreements, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable in connection therewith.

Executed on December 18, 2000

FISHER CONTROLS INTERNATIONAL, INC.

By David P. McCool
David P. McCool, Assistant Secretary

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RECORDED: 01/21/2001

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