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Trademarks Only

03-28-2001

Docket No. 121284.7

Trademarks Only

To the Ho  
Please rec



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Trademarks  
copy thereof:

1. Name of Party(ies) conveying an Interest: General Signal Corporation  
Entity:  General Partnership  
 Corporation-State: New York  
 Association
2. Name and Address of Party(ies) receiving an interest: SAC Corporation, 700 Terrace Point Drive, Muskegon, Michigan 49443-3301  
Entity:  General Partnership  
 Corporation-State: Delaware  
 Association

3.19.01

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



03-19-2001

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #56

4. Application No. or Registration No. Additional sheet attached?  Yes  No

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 547029 and 1188494

5. Name and Address of Party to Whom Correspondence concerning document should be mailed: John H. Weber  
PEPPER HAMILTON LLP  
600 Fourteenth Street, N.W.  
Washington, DC 20005-2004
6. Number of applications and registrations involved: 2
7. Amount of Fee Enclosed or Authorized to be Charged: \$65.
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.

March 19, 2001  
Date

John H. Weber

CERTIFICATE OF MERGER  
OF  
GENERAL SIGNAL CORPORATION  
INTO  
SAC CORP.

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

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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

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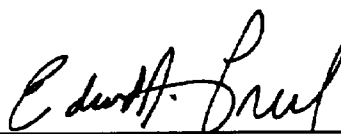
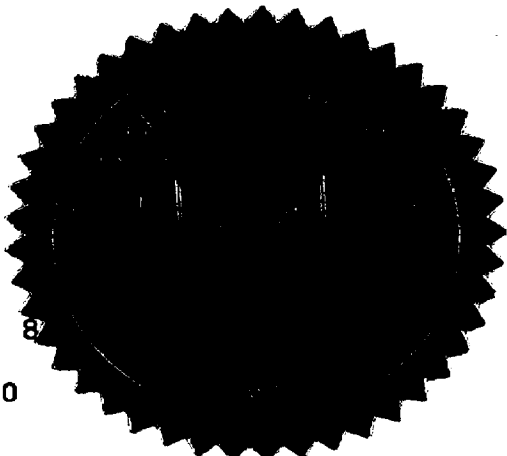
*State of Delaware*  
*Office of the Secretary of State*

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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 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.



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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9577789

DATE: 02-16-99

RECORDED: 03/19/2001

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