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State of Delaware

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY 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, WAS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY
OF OCTOBER, A.D. 1998, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

2859085 5. 010205362

RECORDED: 05/24/2001

Darriet Smith Windson
Harriet Smith Windson, Secretary of State

AUTHENTICATION: 1110012

DATE: 05-01-01

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