

01-11-2002

RECORDA



TRADEMARKS ONLY

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Box Assignment
Director—U.S. Patent and Trademark Office
Washington, DC 20231

Please record the attached documents.

1. Certificate of Merger merging Siemens Moore Process Automation, Inc. into Siemens Energy & Automation, Inc. (Delaware Corporation)

1-7-02

- a. Name of former corporation:

Siemens Moore Process Automation, Inc.
1201 Sumneytown Pike
Spring House, PA 19477-0900

State of Incorporation: Pennsylvania

- b. Name of current corporation and registrant:

Siemens Energy & Automation, Inc.
3333 Old Milton Parkway
Alpharetta, Georgia 30005

State of Incorporation: Delaware

2. Nature of Recording: Chain of title of U.S. Trademark Registration No. 560,212 registered on June 17, 1952.

- a. Merger Certificate shows that Siemens Moore Process Automation, Inc. (PA) officially merged into Siemens Energy & Automation, Inc. (DE) on January 1, 2001.

3. Name and address of party to whom correspondence concerning document should be mailed:

Guy D. Yale
Alix, Yale & Ristas, LLP
750 Main Street
Hartford, CT 06103-2721

4. Total number of registrations involved: 1

5. Total number of pages: 11

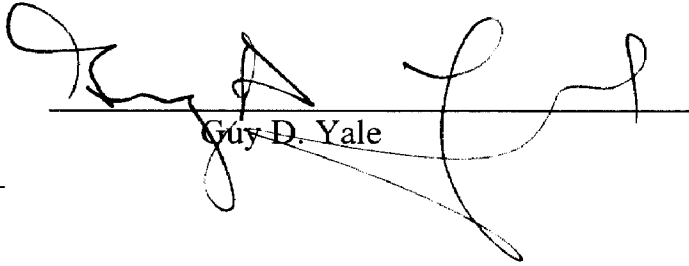
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To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.



Guy D. Yale

Date: 10-3-2001

Attorney's Docket: PW/T10/9/US

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:

"SIEMENS MOORE PROCESS AUTOMATION, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "SIEMENS ENERGY & AUTOMATION, INC." UNDER THE NAME OF "SIEMENS ENERGY & AUTOMATION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2000, AT 1:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2001.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0871509

DATE: 12-21-00

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SIEMENS MOORE PROCESS AUTOMATION, INC.

INTO

SIEMENS ENERGY & AUTOMATION, INC.

Siemens Energy & Automation, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on July 14, 1972 under the name "Allis-Chalmers Electric, Inc.", pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation owns all of the outstanding shares of the stock of Siemens Moore Process Automation, Inc., a corporation incorporated on December 16, 1953 under the name "Moore Products Co.", pursuant to the Pennsylvania Business Corporation Law ("Subsidiary").

THIRD: That the Corporation, by the following resolutions of its Board of Directors duly adopted at a meeting held on December 7, 2000, determined to merge into itself the Subsidiary with January 1, 2001 as the effective date of the merger:

RESOLVED, that the merger of Siemens Moore Process Automation, Inc., a wholly-owned subsidiary of the Corporation, with and into the Corporation (the "Surviving Corporation"), be and it hereby is approved, effective January 1, 2001.

FURTHER RESOLVED, that the President and Chief Executive Officer or the Executive Vice President and Chief Financial Officer of the Corporation is each hereby authorized to execute and deliver on behalf of the Corporation all agreements, documents and certificates as either of them may approve and to take such other action as either of them deems necessary or appropriate to effect the foregoing merger and transfer.

FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Corporation is hereby authorized to witness and certify to any agreements, documents or certificates as either of them deems necessary or appropriate to effect the foregoing merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Corporation's Board of Directors at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Siemens Energy & Automation, Inc. has caused this Certificate to be signed by Richard Buzan, its President and Chief Executive Officer, on December 18, 2000.

Siemens Energy & Automation, Inc.

By: Richard C. Buzan 12/18/00
Richard C. Buzan
Its: President and Chief Executive Officer

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

66

SIEMENS MOORE PROCESS AUTOMATION, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0238429

MICROFILM NUMBER: 2000019

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Entry Number 238429

Filed with the Department of State on

MAR 10 2000

Ron Poyjerguth
Secretary of the Commonwealth

JK

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1515 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Moore Products Co.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1201 Sunnyside Pike, Spring House, PA 19477-0900 Montgomery
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Act of May 5, 1933 (P.L. 364)

4. The date of its incorporation is: 12/16/53

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

200019-1351

DSCR:15-1915 (Rev 90)-2

X The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

8. X The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 10th day of March, 2000

Moore Products Co.

(Name of Corporation)

BY: R. E. Wisniewski
(Signature)

TITLE: Secretary

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SIEMENS MOORE PROCESS AUTOMATION, INC.
(A Pennsylvania Business Corporation)

1. The name of the corporation is: Siemens Moore Process Automation, Inc. The corporation is incorporated under the provisions of the Pennsylvania Business Corporation Law.

Upon the receipt from Siemens Aktiengesellschaft, a corporation organized and existing under the laws of the Federal Republic of Germany and which has granted this Corporation the right to use the name "Siemens", or from its legal successor or duly authorized agent, of a written request that this Corporation cease to use the name Siemens as a corporate name, any proper officer of this Corporation is authorized and directed to execute and file Articles of Amendment to the Articles of Incorporation of the Corporation, changing the name of the Corporation to any name acceptable to the Department of State of Pennsylvania which shall not contain the name Siemens in any form, nor any variation thereof, nor any word that indicates that the Corporation is related to Siemens Aktiengesellschaft or any affiliate thereof. Such amendment shall also delete this and the following paragraph of this Article 1.

Any amendment of this Article 1, except the amendment specifically authorized by the foregoing paragraph, shall require the unanimous vote of the entire Board of Directors of the Corporation and the unanimous vote of all stockholders of the Corporation.

2. The location and post office address of its registered office in this Commonwealth is 1201 Sunnycountry Pike, Spring House, Montgomery County, Pennsylvania 19477-0900.

3. The purpose of the Corporation is to exercise any lawful purpose or power and to engage in any lawful act or activity for which a corporation may be organized under the Pennsylvania Business Corporation Law.

4. The corporation shall have authority to issue an aggregate of 1,000 shares, all of which shares are designated Common Stock, par value \$1.00 per share. The board of directors shall have the full authority permitted by law to divide the authorized and unissued shares into classes or series, or both, and to determine for any such class or series its designation and the number of shares of the class or series and the voting rights, preferences, limitations and special rights, if any, of the shares of the class or series.

(a) Dividends. Holders of Common Stock shall be entitled to receive such dividends as may be declared by the board of directors, except that the corporation will not declare, pay or set apart for payment any dividend on shares of Common Stock, or directly or indirectly make any

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distribution on, redeem, purchase or otherwise acquire any such shares, if at the time of such action the terms of any other outstanding shares prohibit the corporation from taking such action.

(b) Distribution of Assets. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, holders of Common Stock shall be entitled to receive pro rata all of the assets of the corporation remaining available for distribution to its shareholders after all preferential distributions, if any, to which the holders of any other outstanding shares may be entitled by the terms of such shares have been paid or set aside in cash for payment.

(c) Voting Rights. Except as otherwise required by law or by the terms of any other outstanding shares, the holders of Common Stock shall have the exclusive right to vote in the election of directors and for all other purposes, each such holder being entitled to one vote for each share of Common Stock standing in his name on the books of the corporation.

5. The duration of the Corporation is to be perpetual.

6. The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(a) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws. Election of directors need not be by ballot unless the Bylaws provide.

(b) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(c) The directors shall have the power to make, alter or repeal by the Bylaws of the Corporation.

(d) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the Statutes of Pennsylvania, of these Articles, and of any Bylaws from time to time adopted by the stockholders; provided, however, that no Bylaws so adopted shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

7. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, provided that nothing contained in this Article shall eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived an improper personal benefit.

8. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.