

08-30-2002

08/31/92



IEET

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 8.7.02
General Signal Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation of Delaware
 Other

Date of execution of attached Document: **December 31, 2001**

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
Name: **SPX Corporation** 7

Street Address: **13515 Ballantyne Corporate Place**

City: **Charlotte** State/Country: **North Carolina** ZIP: **28277**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation of Delaware
 Other _____

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other Description/TAB

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s):

B. Trademark Registration Number(s):
1,341,760

Additional numbers attached? Yes No.

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

Name: **John H. Weber**

Internal Address: **BAKER & HOSTETLER LLP
Washington Square, Suite 1100
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5304**

6. Total number of applications and registrations involved:**1**

7. Total fee (37 CFR 3.41)..... **\$40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 50-20-36

Atty. Dkt. No.: **87356-43**

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:
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.

John H. Weber 8.7.2
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

DC: #184275 v1 (3Y6R01!.DOC)

08/29/2002 6TDN11 00000156 1341760

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40.00 DP

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 12/31/2001
010677575 - 0672214

CERTIFICATE OF OWNERSHIP AND MERGER
OF
GENERAL SIGNAL CORPORATION
INTO
SPX CORPORATION

Pursuant to Section 253 of
the General Corporation Law of Delaware

SPX Corporation, a corporation organized and existing under the laws of the state of Delaware (this "Corporation"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 9th day of February 1968, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this Corporation owns all of the outstanding shares of common stock, par value \$0.01, of General Signal Corporation, a corporation incorporated on the 13th day of February 1998, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this Corporation, by the resolutions of its Board of Directors attached hereto as Exhibit A, duly adopted at a meeting of its members on the 22nd day of August 2001 and filed with the Minute Book of this Corporation, determined to merge General Signal Corporation with and into this Corporation.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by Christopher J. Kearney, its Vice President and Secretary, this 31st day of December, 2001.

SPX CORPORATION

By: /s/ Christopher J. Kearney
Christopher J. Kearney
Vice President and Secretary

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**RESOLUTIONS
OF
THE BOARD OF DIRECTORS
OF
SPX CORPORATION**

Merger of General Signal Corporation with and into SPX Corporation

WHEREAS, SPX Corporation, a Delaware corporation, (the "Company") is the record and beneficial owner of all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "General Signal Stock"), of General Signal Corporation, a Delaware corporation ("General Signal").

WHEREAS, the Company desires to merge General Signal with and into the Company, which shall be the surviving corporation (such corporation in its capacity as such surviving company being hereinafter sometimes called the "Surviving Corporation") pursuant to the provisions of section 253 of the Delaware General Corporation Law (the "Merger").

NOW, THEREFORE, BE IT RESOLVED, that effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of the State of Delaware (the date and time of such filing being hereinafter referred to as the "Effective Time"), the Company shall merge General Signal with and into the Company in accordance with the Delaware General Corporation Law.

RESOLVED, that the terms and conditions of the Merger are as follows:

(1) At the Effective Time, (a) the certificate of incorporation of the Company shall be the certificate of incorporation of the Surviving Corporation until thereafter changed or amended, (b) the bylaws of the Company shall be the bylaws of the Surviving Corporation until thereafter changed or amended and (c) the directors of the Company shall be the directors of the Surviving Corporation, and the officers of the Company shall be the officers of the Surviving Corporation, in each case until their successors are duly elected or appointed and qualified in the manner provided by the certificate of incorporation and bylaws of the Surviving Corporation or as otherwise provided by law.

(2) At the Effective Time, by virtue of the Merger and without any action on the part of the Company, the Surviving Corporation or General Signal, each issued and outstanding share of General Signal Stock shall be cancelled and retired.

(3) At the Effective Time, the Surviving Corporation shall succeed, without other transfer, to all rights and property of the constituent corporations to the Merger, and shall assume and be subject to all the debts and liabilities of each of the constituent corporations in the same manner as if the Surviving Corporation had itself incurred them, all with the effect set forth in the Delaware General Corporation Law.

RESOLVED, that the President or any Vice President of the Company or such other officers of the Company or such other persons as the Board may designate from time-to-time and any additional persons as such officers or designated persons may further designate (each, an "Officer" and together, the "Officers") be, and each of them hereby is, directed and authorized to make, execute and deliver, in the name and on behalf of the Company, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the Merger of General Signal with and into the Company, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy thereof recorded in the Office of the Recorder of Deeds of the County of New Castle in the State of Delaware.

General Enabling Resolutions

RESOLVED, that each Officer of the Company be, and each of them hereby is, authorized to take or cause to be taken all such further actions and to execute and deliver all such further agreements, indentures, instruments of assumption, documents, certificates, and undertakings in the name of and on behalf of the Company, and to incur all fees and expenses as in his judgment shall be necessary, appropriate, or advisable to carry out and to effect the purpose and intent of the foregoing resolutions and to complete the transactions contemplated thereby.

RESOLVED, that all actions taken prior to the adoption of these resolutions by any Officer of the Company in connection with the matters referred to herein that would have been within the authority conferred hereby had these resolutions predated such actions be, and they hereby are, ratified, confirmed and approved in all respects.

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