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04-23-2003

Patent and Trademark Office



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To the Honorable Commissioner c

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Attached original documents or copy thereof.

1. Name of conveying party(ies): **3-2803**
 Name: General Signal Technology Corporation

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

Date of execution of attached Document: January 1, 2003
 Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
 Name: SPX Corporation
 Street Address: 13515 Ballantyne Corporate Place **MAR 28 2003**
 City: Charlotte State/Country: NC ZIP: 28277

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

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): 75/938,568; 76/202,791; 76/202,792; and 76/300,372

B. Trademark Registration Number(s):

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 DC 20036-5304

6. Total number of applications and registrations involved:..... 4

7. Total fee (37 CFR 3.41)..... \$ 115
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 50-2036
 Atty. Dkt. No.: 87289.0024, -75, -77, and -78

(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.

Kenneth H. Oh March 27, 2003
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet:

04/22/2003 ECOOPER 00000164 75938568

01 FC:8521
02 FC:8522

40.00 DP
75.00 DP

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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 31 09:15 AM 12/31/2002
020808949 - 0672214

Pursuant to Section 253 of
the General Corporation Law of the State 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 \$1.00, of General Signal Technology Corporation, a corporation incorporated on the 15th day of April 1988, pursuant to the General Corporation Law of the State of Delaware.


THIRD: That this Corporation, by resolutions of its Board of Directors attached hereto as Exhibit A, duly adopted at a meeting of its members on the 11th day of December, 2002 and filed with the minute book of this Corporation, determined to merge General Signal Technology Corporation with and into this Corporation.

FOURTH: That the merger herein provided for shall be effective at 11:00 a.m. E.S.T. on January 1, 2003.

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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, 2002.

SPX CORPORATION

By: 
Christopher J. Kearney
Vice President and Secretary

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

MERGER OF GENERAL SIGNAL TECHNOLOGY CORPORATION WITH AND INTO SPX CORPORATION

WHEREAS, SPX Corporation, a Delaware corporation (the "Company") is the beneficial owner of all of the issued and outstanding shares of common stock, par value \$1.00 per share (the "GSTC Stock"), of General Signal Technology Corporation, a Delaware corporation ("GSTC");

WHEREAS, the Company desires to merge GSTC with and into the Company, with the Company to 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"); and

WHEREAS, the consummation of the Merger shall be subject to the completion of management's due diligence review of the Merger and management's satisfaction with the finding of its due diligence review.

NOW, THEREFORE, BE IT HEREBY:

Merger; Terms of the Merger

RESOLVED, that, subject to the satisfactory completion of management's due diligence review, the Company shall cause to be filed 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, or such later date and time as set forth in such certificate, being hereinafter referred to as the "Effective Time"), and at the Effective Time, the Company shall merge GSTC 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.

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

(3) At the Effective Time, the Surviving Corporation shall succeed, without other transfer, to all rights, privileges, powers, franchises and property of the constituent corporations to the Merger, and shall be subject to all the debts, liabilities and duties 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.

(4) At any time prior to the Effective Time, these resolutions and the Merger may be amended or terminated by the board of directors of the Company (the "Board") as provided in Section 253(c) of 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 GSTC with and into the Company, and to cause the same to be filed with the Secretary of State of the State of Delaware.

General 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.

Delaware

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The First State

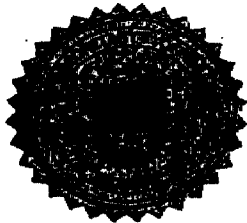
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GENERAL SIGNAL TECHNOLOGY CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "SPX CORPORATION" UNDER THE NAME OF "SPX CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 9:15 O'CLOCK A.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. 2003, AT 11 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2181096

DATE: 01-02-03

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RECORDED: 03/28/2003

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