

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
LUNAIRE LIMITED
INTO
SPX CORPORATION**

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 per share, of Lunaire Limited, a corporation incorporated on the 23rd day of May, 1983, pursuant to the Business Corporation Law of 1988 of the commonwealth of Pennsylvania.

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 10th day of December, 2003 and filed with the minute book of this Corporation, determined to merge Lunaire Limited with and into this Corporation.

FOURTH: That the merger herein provided for shall be effective at 9:00 a.m. E.S.T. on January 1, 2004.

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FRAX CORPORATION TRUST WILM. TEAM #2

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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 27th day of December, 2003.

SFX CORPORATION

By: 
Name: Christopher J. Kearney
Title: Vice President and Secretary

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FROM CORPORATION TRUST WILM. TEAM #2

(TUE) 12. 30' 03 16:16/ST. 16:14 NO. 4863796261 P 4

Exhibit A

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

MERGER OF LUNAIRE LIMITED WITH AND INTO SPX CORPORATION

WHEREAS, immediately prior to the Lunaire Effective Time (as defined below), SPX Corporation, a Delaware corporation (the "Company") will be the direct owner of all of the issued and outstanding shares of common stock, par value \$1.00 per share (the "Lunaire Stock") of Lunaire Limited, a Pennsylvania corporation ("Lunaire"); and

WHEREAS, the Company desires to merge Lunaire with and into the Company, with the Company to be the surviving corporation (such corporation in its capacity as the surviving corporation being hereinafter sometimes called the "Lunaire Surviving Corporation") pursuant to the provisions of section 253 of the Delaware General Corporation Law and sections 1921(b), 1924(b)(1)(ii) and 1924(b)(3) of the Pennsylvania Business Corporation Law of 1988 (the "Lunaire Merger").

NOW, THEREFORE, BE IT HEREBY:

Lunaire Merger; Terms of the Lunaire Merger

RESOLVED, that the plan of merger between the Company and Lunaire (the "Lunaire Plan of Merger"), substantially in the form presented to the board of directors of the Company (the "Board of Directors") and attached hereto as Exhibit I, providing for the Lunaire Merger, be, and it hereby is approved and adopted.

RESOLVED, that 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 and appropriate articles of merger embodying these resolutions with the Department of State of the commonwealth of Pennsylvania (the date and time of such filings, or such later date and time as set forth in such certificate and articles, being hereinafter referred to as the "Lunaire Effective Time"), and at the Lunaire Effective Time, the Company shall merge Lunaire with and into the Company in accordance with the Delaware General Corporation Law and the Pennsylvania Business Corporation Law of 1988.

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

(1) At the Lunaire Effective Time, (a) the certificate of incorporation of the Company shall be the certificate of incorporation of the Lunaire Surviving Corporation until thereafter changed or amended, (b) the bylaws of the Company shall be the bylaws of the Lunaire Surviving Corporation until thereafter changed or amended and (c) the directors of the Company shall be the directors of the Lunaire Surviving Corporation, and the officers of the Company shall be the officers of the Lunaire Surviving Corporation, in each case until their

FROM CORPORATION TRUST WILM. TEAM #2

(TUE) 12. 30' 03 16:16/ST. 16:14/NO. 4863796261 P 5

successors are duly elected or appointed and qualified in the manner provided by the certificate of incorporation and bylaws of the Lunaire Surviving Corporation or as otherwise provided by law.

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

(3) At the Lunaire Effective Time, the Lunaire Surviving Corporation shall succeed to all rights, privileges, powers, franchises and property of the constituent corporations to the Lunaire 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 Lunaire Surviving Corporation had itself incurred them, all with the effect set forth in the Delaware General Corporation Law and the Pennsylvania Business Corporation Law of 1988.

(4) At any time prior to the Lunaire Effective Time, these resolutions and the Lunaire Merger may be amended or terminated by the Board of Directors as provided in section 253(c) of the Delaware General Corporation Law and section 1924(c) of the Pennsylvania Business Corporation Law of 1988.

RESOLVED, that the President, any Vice President or other officer of the Company; such other persons as the Board of Directors may designate from time-to-time; and any additional persons as such officers or designated persons may further designate (each, an "Authorized Officer" and together, the "Authorized 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, the Lunaire Plan of Merger with such changes and additions thereto as the Authorized Officer or Authorized Officers executing the same shall approve, such execution thereof to be conclusive evidence of such approval.

RESOLVED, that the Authorized 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 and articles of merger providing for the Lunaire Merger, and to cause such certificate to be filed with the Secretary of State of the state of Delaware and such articles to be filed with the Department of State of the commonwealth of Pennsylvania.

General Resolutions

RESOLVED, that the Authorized Officers 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.

Exhibit I

PLAN OF MERGER

PLAN OF MERGER, dated this ^{24th} day of December, 2003, pursuant to the General Corporation Law of the state of Delaware (the "DGCL") and the Business Corporation Law of 1988 of the commonwealth of Pennsylvania (the "PBCL"), regarding the merger of SPX Corporation, a Delaware corporation ("SPX"), and Lunaire Limited, a Pennsylvania corporation ("Lunaire") and a direct, wholly owned subsidiary of SPX.

1. Merger, Effective Time. (a) At the Lunaire Effective Time (as defined in Section 1(b)), Lunaire shall be merged with and into SPX and the separate corporate existence of Lunaire shall thereupon cease (the "Lunaire Merger"). SPX shall be the surviving corporation in the Lunaire Merger (sometimes hereinafter referred to as the "Lunaire Surviving Corporation") and shall continue to be governed by the laws of the state of Delaware and the separate corporate existence of SPX with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Lunaire Merger. The Lunaire Merger shall have the effects specified in this plan of merger, the DGCL and the PBCL.

(b) The Lunaire Merger shall be effective as of the filing with the Secretary of State of the state of Delaware of a certificate of ownership and merger meeting the requirements of section 253 of the DGCL and the filing with the Department of State of the commonwealth of Pennsylvania of articles of merger meeting the requirements of section 1926 of the PBCL or such later date and time as is set forth in such certificate and articles (the "Lunaire Effective Time").

2. Certificate of Incorporation and Bylaws of the Surviving Corporation. (a) At the Effective Time, the certificate of incorporation of SPX as in effect immediately prior to the Lunaire Effective Time shall continue in full force and effect as the certificate of incorporation of the Lunaire Surviving Corporation until duly amended in accordance with the terms thereof and the DGCL.

(b) At and after the Lunaire Effective Time, the bylaws of SPX as in effect immediately prior to the Lunaire Effective Time shall continue in full force and effect as the bylaws of the Lunaire Surviving Corporation until duly amended in accordance with the terms thereof, the Lunaire Surviving Corporation's certificate of incorporation and the DGCL.

3. Lunaire Outstanding Shares. Immediately prior to the Lunaire Effective Time, there will be 3,420 shares of common stock, par value \$1.00 per share (the "Lunaire Stock"), of Lunaire issued and outstanding, all of which will be owned by SPX, the parent corporation of Lunaire.

4. Conversion or Cancellation of Shares. At the Lunaire Effective Time, by virtue of the Lunaire Merger and without any other action on the part of SPX, the Lunaire Surviving Corporation or Lunaire:

(a) each share of Lunaire Stock outstanding immediately prior to the Lunaire Effective Time, and all rights in respect thereof shall be cancelled and extinguished without any payment of any consideration therefor, and shall thereafter cease to exist; and

FROM CORPORATION TRUST WILX TEAM #2

(TUE) 12:30'03 16:16/ST. 16:14 NO. 4863796261 P 8

(b) each share of common stock, par value \$10.00 per share, of SPX outstanding immediately prior to the Lunaire Effective Time, and all rights in respect thereof shall remain outstanding and represent a share of common stock of the Lunaire Surviving Corporation, and each such share shall have the identical designation, preferences, limitations and relative rights immediately after the Lunaire Effective Time as such share had immediately prior to the Lunaire Effective Time.

5. Directors and Officers of the Surviving Corporation. (a) The directors of SPX immediately prior to the Lunaire Effective Time shall, from and after the Lunaire Effective Time, be the directors of the Lunaire Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Lunaire Surviving Corporation's certificate of incorporation and bylaws.

(b) The officers of SPX immediately prior to the Lunaire Effective Time shall, from and after the Lunaire Effective Time, be the officers of the Lunaire Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Lunaire Surviving Corporation's certificate of incorporation and bylaws.

6. Amendment and Termination. At any time prior to the Lunaire Effective Time, the Lunaire Merger may be amended or terminated by the board of directors of SPX as provided in section 253(c) of the DGCL and section 1924(c) of the PBCL.