

04-27-2001



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Individual General Partnership Limited Partnership Corporation Association

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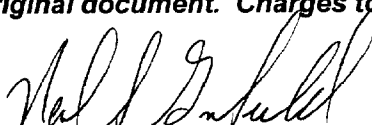
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Neal S. Greenfield

Name of Person Signing


Signature

April 10, 2001

Date Signed

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:

"KRUPP WERNER & PFLEIDERER CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "COPERION CORPORATION" UNDER THE NAME OF "COPERION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF MARCH, A.D. 2001, AT 9:02 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 APRIL, A.D. 2001.

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



04-10-2001

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #76



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1046897

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DATE: 03-27-01

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04-10-2001

U.S. Patent & TMOft/TM Mail RoptDt. #76

**CERTIFICATE OF OWNERSHIP AND MERGER MERGING KRUPP WERNER
& PFLEIDERER CORPORATION INTO COPERION CORPORATION**

**(PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF
DELAWARE)**

Coperion Corporation (the "Corporation"), a Delaware corporation, does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Krupp Werner & Pfleiderer Corporation, a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by a Unanimous Consent in lieu of Special Meeting of the Board of Directors on the 16th day of March, 2001 determined to merge into itself Krupp Werner & Pfleiderer Corporation on the conditions set forth in such resolutions:

NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge into itself, and it does hereby merge into itself said Krupp Werner & Pfleiderer Corporation and assumes all of its liabilities and obligations, and

FURTHER RESOLVED, that the effective date of the merger shall be April 1, 2001; and

FURTHER RESOLVED, that the name of the surviving corporation of the merger is Coperion Corporation; and

FURTHER RESOLVED, that the certificate of incorporation of Coperion Corporation, a Delaware corporation, shall be the certificate of incorporation of the surviving corporation; and

FURTHER RESOLVED, that any officer of the Corporation be and hereby is directed to make and execute, under the corporate seal of the Corporation, a certificate of ownership setting forth a copy of the resolution, to merge said Krupp Werner & Pfleiderer Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, the said Coperion Corporation has caused its corporate seal to be affixed and this certificate to be signed by Mr. Michael J. Kenny, its President, and John H. Ogden its Secretary, this 20th day of March, 2001.

Coperion Corporation

BY: Michael J. Kenny
Michael J. Kenny
President

ATTEST:

BY: John H. Ogden
John H. Ogden
Corporate Secretary