



State of Delaware

BOOK

526 PAGE PAGE

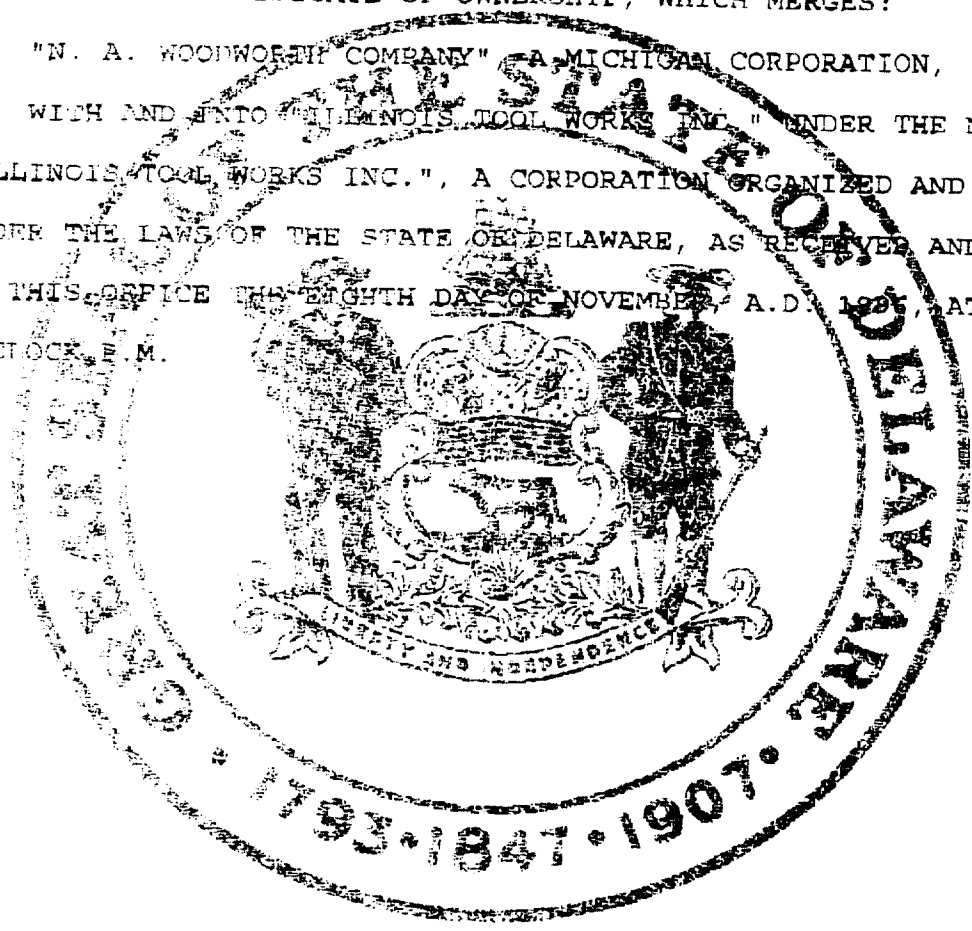
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Office of the Secretary of State

FILED FEB 14 1997 IN THE OFFICE OF SECRETARY OF STATE WEST VIRGINIA

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:

"N. A. WOODWORTH COMPANY" - A MICHIGAN CORPORATION, WITH AND INTO "ILLINOIS TOOL WORKS INC." UNDER THE NAME OF "ILLINOIS TOOL WORKS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF NOVEMBER, A.D. 1997, AT 2:30 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

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**CERTIFICATE OF OWNERSHIP AND MERGER  
 MERGING  
 N. A. WOODWORTH COMPANY  
 INTO  
 ILLINOIS TOOL WORKS INC.**

Illinois Tool Works Inc., a corporation organized and existing under the laws of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 19th day of June 1981, pursuant to Delaware Corporation Law.

**SECOND:** That this corporation owns all of the outstanding shares of the stock of N. A. Woodworth Company, a corporation incorporated on the 5th day of July 1939, pursuant to the Michigan Business Corporation Act.

**THIRD:** That this corporation, by the following action taken at a meeting of its Board of Directors adopted August 2, 1996, determined to and did merge into itself its wholly owned subsidiary, N. A. Woodworth Company to become effective at the close of business on December 31, 1996.

**RESOLVED:** that management is hereby authorized, without further authorization by this Board, to take whatever action is necessary to merge into the Company subsidiaries directly or indirectly owned by the Company for the purpose of simplifying the Company's corporate structure;

**FURTHER RESOLVED:** that management is hereby authorized, without further authorization by this Board, to take whatever action is necessary to dissolve subsidiaries directly or indirectly owned by the Company for the purpose of simplifying the Company's corporate structure; and

**FURTHER RESOLVED:** that management is hereby authorized, without further authorization by this Board, to take whatever action is necessary to contribute shares of a subsidiary of the Company to a subsidiary directly or indirectly owned by the Company for the purpose of simplifying the Company's corporate structure.

**IN WITNESS WHEREOF,** said Illinois Tool Works Inc. has caused this Certificate to be signed by Michael J. Robinson, its Vice President & Treasurer this 4th day of November 1996.

**ILLINOIS TOOL WORKS INC.**

This instrument was presented to the Clerk of the County Commission of Kanawha County, West Virginia, on and the same is admitted to record.

By:   
Michael J. Robinson  
Vice President & Treasurer

**JUL 11 1997**  
Taste:  Clerk  
Kanawha County Commission

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