



TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, ROBERT C. ZIMMERMAN, Secretary of State
of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the
annexed xerox copy of Restated Articles of Incorporation
of

HARNISCHFEGGER CORPORATION

(filed January 25, 1968)

*has been compared by me with the record on file in this Department and that the same is
a true copy thereof, and of the whole of such record; that I am the legal custodian of such
record, and that this certification is in due form.*

*In Testimony Whereof, I have hereunto
set my hand and affixed the Great Seal
of the State at the Capitol, in the City
of Madison, this 31st day of January,*

A. D. 19 68

ROBERT C. ZIMMERMAN, Secretary of State

This certificate must be returned to the Secretary of State to complete the legal requirements

OFFICE OF
REGISTER OF DEEDS

The undersigned, as Register of Deeds of _____ county, Wisconsin,
certifies that, on the 26th day of January, 1968, there was received and
accepted for record in my office an instrument on behalf of

HARNISCHFEGGER CORPORATION

(Name of Corporation)

which instrument bears the certificate of the Secretary of State of Wisconsin and is described in such
certificate as

Restated Articles of Incorporation

(Show nature of instrument)

Witness my hand and official seal this 26th day of January, 1968

(Seal)

Milan Potter

Register of Deeds

Clement Stachowiak

RESTATED ARTICLES OF INCORPORATION

The following Restated Articles of Incorporation duly adopted pursuant to the authority and provisions of Chapter 180 of the Wisconsin Statutes, shall supersede and take the place of the existing articles of incorporation and amendments thereto:

Article 1. The name of the corporation shall be HARNISCHFEGER CORPORATION.

Article 2. The period of existence shall be perpetual.

Article 3. The purposes shall be

(a) To manufacture, buy, sell and deal in machinery, equipment and appliances of all kinds and classes, including, but not limited to, cranes, engines, power shovels, excavators, hoists, and welding equipment and in parts and accessories therefor.

(b) The corporation may engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes.

Article 4. The number of shares which it shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

<u>Class</u>	<u>Series (if any)</u>	<u>No. of Shares</u>	<u>Par value per share or statement that shares are without par value</u>
Preferred	To be issued in series	250,000	\$100
Common	None	3,000,000	\$ 10

Article 5. The preferences, limitations, designations, and relative rights of each class or series of stock, are:

SECTION I.

The Preferred Stock.

(1) The Preferred Stock may be issued from time to time in one or more series and with such designation for each such series as shall be stated and expressed in the resolution or resolutions providing for the issue of each such series adopted by the board of directors. The board of directors in any such resolution or resolutions is expressly authorized to state and express for each such series:

(i) The voting powers, if any, of the holders of stock of such series;

(ii) The rate per annum and the times at and conditions upon which the holders of stock of such series shall be entitled to receive dividends, and whether such dividends shall be cumulative or non-cumulative and if cumulative the terms upon which such dividends shall be cumulative;

(iii) The price or prices and the time or times at and the manner in which the stock of such series shall be redeemable;

(iv) The right to which the holders of the shares of stock of such series shall be entitled upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation;

(v) The terms, if any, upon which shares of stock of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes or of any other series of the same or any other class or classes, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and

(vi) Any other designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof so far as they are not inconsistent with the provisions of the Articles of Incorporation, as amended, and to the full extent now or hereafter permitted by the laws of Wisconsin.

(2) All shares of the Preferred Stock of any one series shall be identical to each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon, if cumulative, shall be cumulative.

SECTION II.

The Common Stock.

(1) The Common Stock may be issued by the corporation from time to time for such consideration and upon such terms as may be fixed from time to time by the board of directors and as may be permitted by law, without action by any shareholders.

(2) The holders of Common Stock shall be entitled to dividends only if, when and as the same shall be declared by the board of directors and as may be permitted by law.

(3) Each share of the Common Stock shall entitle the holder thereof to one vote, in person or by proxy, at any and all meetings of the shareholders of the corporation on all propositions before such meetings.

(4) No holder of Common Stock, as such, shall have any preemptive right to subscribe for stock, obligations, warrants, rights to subscribe for stock or other securities of the corporation of any kind or class, whether now or hereafter authorized.

Article 6. Address of the registered office at the time of adoption of these restated articles is 4400 West National Avenue, Milwaukee, Wisconsin 53246.

Article 7. Name of the registered agent at such address at the time of adoption of these restated articles is George B. Knight.

Article 8. The number of directors constituting the board of directors shall be fixed by the by-laws, but shall not be less than three.

Article 9. These articles may be amended in the manner authorized by law at the time of amendment.

The undersigned officers of Harnischfeger Corporation certify:

1. The foregoing restatement of the articles of incorporation of said corporation was adopted by the shareholders on the 22nd day of January, 1968, by the following vote:

Classes of shares	Number of shares outstanding	Number entitled to vote	Number voted	
			For	Against
Common	1,263,341	1,263,341	924,534	8,005

2. The original articles of incorporation were recorded with the register of deeds of Milwaukee county, Wisconsin, in Vol. 29 and Pages 276-8.

Dated and seal affixed this 23rd day of January, 1968.

HARNISCHFEGER CORPORATION
CORPORATE SEAL
WISCONSIN

s/ H. HARNISCHFEGER
President

s/ G. B. KNIGHT
Secretary

This document was drafted by
DWIGHT P. GREEN JR. AND GEORGE B. KNIGHT