

State of Delaware



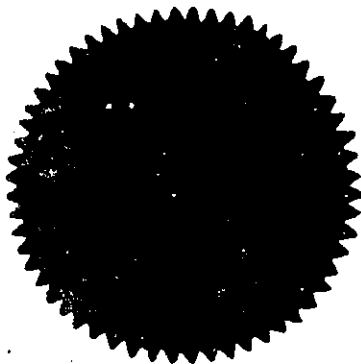
Office of Secretary of State

J. Elisha C. Dukes, Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Agreement of Merger of the "SYMINGTON WAYNE CORPORATION",
a corporation organized and existing under the laws of the State of
Maryland, merging with and into the "DRESSER INDUSTRIES, INC.", a
corporation organized and existing under the laws of the State of
Delaware, under the name of "DRESSER INDUSTRIES, INC.", as received
and filed in this office the thirtieth day of April, A.D. 1968, at
12:15 o'clock P.M.;

And I do hereby further certify that the aforesaid Corporation
shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ *seventeenth* _____ *day*
of _____ *May* _____ *in the year of our Lord*
one thousand nine hundred and _____ *sixty-eight.*



Elisha C. Dukes

Secretary of State

J. F. Colvins

Asst Secretary of State

Certified Copy

[CONFORMED]

ARTICLES AND AGREEMENT OF MERGER

ARTICLES AND AGREEMENT OF MERGER ("Agreement" herein), dated as of February 28, 1968, between DRESSER INDUSTRIES, INC. ("Dresser" herein), a Delaware corporation with its principal office at Republic National Bank Building, Dallas, Texas, and SYMINGTON WAYNE CORPORATION ("Symington" herein), a Maryland corporation with its principal office at West College Avenue, Salisbury, Maryland (said corporations being sometimes referred to herein collectively as the "Constituent Corporations").

PRELIMINARY RECITAL

Dresser was incorporated under the General Corporation Law of Delaware on April 23, 1956 and has been qualified to do business in the State of Maryland since October 20, 1967. Dresser has an authorized capital consisting of 6,000,000 (to be increased to 10,000,000 prior to the Effective Date) shares of Preferred Stock (without par value), of which 3,430,367 shares have been designated as \$2.20 Convertible Preferred Stock, Series A and 1,742,748 shares have been designated as \$2.00 Convertible Preferred Stock, Series B, and 30,000,000 shares of Common Stock (par value 25 cents per share, or an aggregate par value of \$7,500,000). As of the close of business February 27, 1968, 3,415,682 shares of \$2.20 Convertible Preferred Stock, Series A were validly issued and outstanding, no shares of \$2.00 Convertible Preferred Stock, Series B were issued or outstanding, and 9,708,950 shares of Common Stock were validly issued, consisting of 9,243,894 shares outstanding and 465,056 shares held as treasury stock.

Symington was incorporated under the General Corporation Law of Maryland on December 2, 1924. Symington has an authorized capital consisting of 2,000,000 shares of Preferred Stock (without par value), and 4,000,000 shares of Common Stock (par value \$1 per share, or an aggregate par value of \$4,000,000). As of the close of business February 27, 1968, no shares of Preferred Stock were issued or outstanding, and 2,211,986 shares of Common Stock were validly issued, consisting of 2,151,553 shares outstanding and 60,433 shares held as treasury stock.

The Board of Directors of each of the Constituent Corporations deems it advisable that said corporations merge and has duly approved this Agreement.

AGREEMENT

Now, THEREFORE, it is agreed that Symington shall be merged into Dresser, that Dresser shall be the Surviving Company under the name "Dresser Industries, Inc." and that the terms and conditions of such merger, the mode of carrying the same into effect and the manner and basis of converting the shares of Symington into shares of the Surviving Company are as follows:

ARTICLE I

The merger herein provided for shall be deemed to be effective at the time (herein referred to as the "Effective Date") that this Agreement shall have been (a) accepted for record by the State Department of Assessments and Taxation of Maryland and (b) filed in the office of the Secretary of State of Delaware.

ARTICLE II

The Certificate of Incorporation of Dresser in effect on the Effective Date shall continue in force and be the Certificate of Incorporation of the Surviving Company until altered or amended.

ARTICLE III

Except as hereinafter specifically provided, the By-Laws of Dresser in effect on the Effective Date shall continue in force and be the By-Laws of the Surviving Company until altered, amended or repealed. On the Effective Date, Section 1 of Article III of the By-Laws of Dresser as then in effect shall be amended to read as follows:

"SECTION 1. Number and Term of Office.

The business and affairs of the Company shall be managed and controlled by a Board of Directors, nineteen (19) in number, which number may be altered from time to time by amendment of these By-Laws, but the said number shall never be less than three (3). Said Directors need not be shareholders."

Except as hereinafter specifically provided, the Directors and officers of Dresser in office on the Effective Date shall be the Directors and officers of the Surviving Company and shall hold office as provided in the By-Laws of the Surviving Company. On the Effective Date W. H. Bateman and Otis E. Kline shall become additional members of the Board of Directors of Dresser as the Surviving Company.

ARTICLE IV

The number of shares of stock of each class of Dresser to be issued or reserved for issuance in respect of shares of Common Stock, stock purchase warrants and stock options of Symington outstanding on the Effective Date is 1,507,831 shares of \$2.00 Convertible Preferred Stock, Series B, and 1,370,755 shares of Common Stock initially reserved for issuance upon conversion of said \$2.00 Convertible Preferred Stock, Series B.

The manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Company upon the Effective Date shall be as follows:

(a) Each share of Common Stock and Preferred Stock of Dresser, including all outstanding shares, shares held as treasury stock and authorized but unissued shares, shall remain unchanged.

(b) Each share of Common Stock of Symington issued and outstanding on the Effective Date (other than shares owned by Dresser), and all rights in respect thereof, shall be converted into one and one-tenth (1.1) shares of \$2.00 Convertible Preferred Stock, Series B, of the Surviving Company; and each holder of shares of such stock of Symington, upon surrender to the Surviving Company or to its duly authorized agent for cancellation of the certificate or certificates representing such shares, shall be entitled to receive one or more certificates representing the number of full shares of stock of the Surviving Company to which such holder is entitled as above provided.

(c) Each share of Common Stock of Symington owned by Dresser on the Effective Date shall be cancelled.

(d) Each share of Common Stock of Symington held in the treasury of Symington on the Effective Date shall be cancelled.

(e) Until surrendered as above provided, each outstanding certificate which prior to the merger becoming effective represented shares of Common Stock of Symington (other than certificates representing shares owned by Dresser and Symington) shall be deemed for all purposes to evidence ownership of the number of full shares of \$2.00 Convertible Preferred Stock, Series B of the Surviving Company into which the same shall have been converted as above provided. Notwithstanding the foregoing, unless and until any such outstanding certificates of Symington shall be so surrendered, no dividend payable to the holders of record of stock of the Surviving Company as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon such surrender of any such outstanding certificate or certificates, there shall be paid to the record holder of the certificate or certificates of stock of the Surviving Company into which such shares shall have been so converted, the amount of dividends which theretofore became payable with respect to such shares of stock of the Surviving Company without interest thereon.

(f) Stock options to purchase shares of Common Stock of Symington outstanding under Symington's employee stock option plans on the Effective Date shall be converted into options to

purchase one and one-tenth (1.1) shares of \$2.00 Convertible Preferred Stock, Series B, of the Surviving Company, for each share of Common Stock of Symington covered by the respective options at the same respective option prices for such one and one-tenth (1.1) Dresser shares as is applicable under such options to each one (1) Symington share. All other terms and conditions of said options on the Effective Date shall remain the same. If any conversion of an option for Common Stock of Symington into an option for \$2.00 Convertible Preferred Stock, Series B, as herein provided, would result in an option with respect to a fractional share of \$2.00 Convertible Preferred Stock, Series B, such option shall be reduced to cover the next lower whole number of shares of \$2.00 Convertible Preferred Stock, Series B.

(g) Stock purchase warrants to purchase shares of Common Stock of Symington outstanding on the Effective Date shall be converted into stock purchase warrants to purchase one and one-tenth (1.1) shares of \$2.00 Convertible Preferred Stock, Series B, of the Surviving Company, for each share of Common Stock of Symington covered by the respective stock purchase warrants at the same purchase price for each such one and one-tenth (1.1) Surviving Company shares as is applicable under such stock purchase warrants to each Symington share. All other terms and conditions of said stock purchase warrants on the Effective Date shall remain the same.

(h) No scrip or fractional share certificates of Dresser \$2.00 Convertible Preferred Stock, Series B, will be issued and an outstanding fractional share interest will not entitle the owner thereof to vote, to receive dividends or to any rights of a shareholder with respect to such fractional interest. Instead, the Surviving Company will provide an Exchange Agent as agent for the shareholders of Symington so that for 90 days after the Effective Date any shareholder of Symington entitled to a fractional share interest upon the surrender of Symington stock certificates, may purchase or sell the appropriate fractional interest in a share of Dresser \$2.00 Convertible Preferred Stock, Series B, in order to round out his holdings to whole shares. Thereafter, the Exchange Agent will sell, for the account of all owners of the then remaining fractional share interests, shares of Dresser \$2.00 Convertible Preferred Stock, Series B, equivalent to the aggregate fractional interests then outstanding. The Exchange Agent will, until six years after the Effective Date, pay to such owners upon surrender of their Symington stock certificates their pro rata share of the net proceeds of such sale. Upon the expiration of this six-year period, any remaining proceeds of sale shall become the property of the Surviving Company.

ARTICLE V

On the Effective Date the separate existence of Symington shall cease and the Surviving Company shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers, purposes and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all the rights, privileges, immunities, powers, purposes and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of said Constituent Corporations on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of said Corporations, shall be vested in the Surviving Company; and all property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Company as they were of the respective Constituent Corporations; and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens on any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all debts, liabilities and duties of said Constituent Corporations, respectively, (including, without limitation, any rights to indemnification of directors, officers and others) shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Company.

At any time, or from time to time, after the Effective Date, the last acting officers of Symington, or the corresponding officers of the Surviving Company, may, in the name of Symington, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Company may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Company title to and possession of all of Symington's property, rights, privileges, immunities, powers and franchises, and otherwise to carry out the purposes of this Agreement.

ARTICLE VI

Dresser and Symington have, contemporaneously with the execution of this Agreement, entered into a Plan of Reorganization, dated as of the date hereof. If prior to the Effective Date the Plan of Reorganization is terminated, for any reason and whether before or after approval of this Agreement and the merger by the shareholders of both Constituent Corporations, this Agreement shall immediately terminate and the merger shall be immediately abandoned. This Agreement shall not otherwise be terminated.

ARTICLE VII

The principal office of Symington in the State of Maryland is located in the County of Wicomico, and the only county of Maryland in which Symington owns property, the title to which can be affected by the recording of an instrument among the land records, is Wicomico.

ARTICLE VIII

The principal office of Dresser, the Surviving Company, in the State of Delaware is located at 100 West Tenth Street, Wilmington, Delaware and in the State of Maryland at First National Bank Building, Light and Redwood Streets, Baltimore, Maryland. The name and post office address of the resident agent of Dresser for service of process in the State of Maryland is Corporation Trust, Incorporated, First National Bank Building, Light and Redwood Streets, Baltimore, Maryland.

ARTICLE IX

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement has been signed on behalf of each of the Constituent Corporations by their respective duly authorized officers and each of the Constituent Corporations has caused its corporate seal to be hereto affixed all as of the day and year first above written.

DRESSER INDUSTRIES, INC.

[CORPORATE SEAL]

By JOHN LAWRENCE
President

Attest:

J. D. MAYSON
Secretary

SYMINGTON WAYNE CORPORATION

[CORPORATE SEAL]

By W. H. BATEMAN
President

Attest:

W. T. THORNTON, JR.
Secretary

**STATEMENTS WITH RESPECT TO APPROVAL OF
ARTICLES AND AGREEMENT OF MERGER**

The merger to be effected by these Articles and Agreement of Merger was duly advised, authorized and approved in the manner and by the vote required by the charter of Dresser Industries, Inc. and by the laws of the State of Delaware. The increase in the number of authorized shares of Preferred Stock of Dresser Industries, Inc. from 6,000,000 to 10,000,000 referred to in the Preliminary Recital of these Articles and Agreement of Merger became effective on April 25, 1968.

The Articles and Agreement of Merger were (a) duly advised by the Board of Directors of Symington Wayne Corporation by the adoption of a resolution declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles and Agreement of Merger and directing that the proposed Articles and Agreement of Merger be submitted for action thereon at the annual meeting of the stockholders of Symington Wayne Corporation to be held on April 24, 1968, and (b) approved at said annual meeting of the stockholders held on April 24, 1968 by the affirmative vote of the holders of more than two-thirds of the shares of capital stock of Symington Wayne Corporation outstanding and entitled to vote.

IN WITNESS WHEREOF, Dresser Industries, Inc. and Symington Wayne Corporation have caused these Articles and Agreement of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents and their respective corporate seals to be hereunto affixed and attested by their respective Secretaries, all as of the 25th day of April, 1968.

DRESSER INDUSTRIES, INC.

By: JOHN LAWRENCE
President

CORPORATE SEAL

Attest:

J. D. MAYSON
Secretary

SYMINGTON WAYNE CORPORATION

By: W. H. BATEMAN
President

CORPORATE SEAL

Attest:

W. T. THORNTON, JR.
Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss:

Be it remembered that on this 25th day of April, 1968, personally came before me, a Notary Public in and for the County and State aforesaid, John Lawrence, President of Dresser Industries, Inc., a Delaware corporation, and acknowledged the foregoing Articles and Agreement of Merger to be the corporate act of said Corporation and at the same time, personally appeared J. D. Mayson and made oath in due form of law that he was Secretary of the Annual Meeting of Stockholders of the Corporation at which said Articles and Agreement of Merger of the Corporation were approved, and that the matters and acts set forth in said Articles and Agreement of Merger, including the matters and acts set forth in the foregoing "Statements with respect to approval of Articles and Agreement of Merger", with respect to approval by the stockholders of the Articles and Agreement of Merger, are true to the best of his knowledge, information and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and the year aforesaid.

ANNA LaGRAZIE
Notary Public
ANNA LaGRAZIE
NOTARY PUBLIC, State of New York
No. 60-229550
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1969

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss:

Be it remembered that on this 25th day of April, 1968, personally came before me, a Notary Public in and for the County and State aforesaid, W. H. Bateman, President of Symington Wayne Corporation, a Maryland corporation, and acknowledged the foregoing Articles and Agreement of Merger to be the corporate act of said Corporation and at the same time, personally appeared W. T. Thornton, Jr., and made oath in due form of law that he was Secretary of the Annual Meeting of Stockholders of the Corporation at which said Articles and Agreement of Merger of the Corporation were approved, and that the matters and acts set forth in said Articles and Agreement of Merger, including the matters and acts set forth in the foregoing "Statements with respect to approval of Articles and Agreement of Merger", with respect to approval by the stockholders of the Articles and Agreement of Merger, are true to the best of his knowledge, information and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and the year aforesaid.

RUTH T. VOGEL
Notary Public
RUTH T. VOGEL
Notary Public, State of New York
No. 03-4107950
Qualified in Bronx County
Certificate filed N. Y. Co. Clerk
Commission Expires March 30, 1969

STATE OF TEXAS }
COUNTY OF DALLAS } ss:

BE IT REMEMBERED that on this 19th day of March, 1968, personally came before me, a Notary Public in and for the County and State aforesaid, JOHN LAWRENCE, President of Dresser Industries, Inc., a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

PAT MONEYMAKER
Notary Public

PAT MONEYMAKER, Notary Public,
In and for Dallas County, Texas
My Commission Expires June 1, 1969

CERTIFICATE

I, J. D. MAYSON, Secretary of Dresser Industries, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary and under the seal of the said corporation, that the Articles and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Symington Wayne Corporation, a corporation of the State of Maryland, was duly submitted to the stockholders of said Dresser Industries, Inc., at the Annual Meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation after at least 20 days' notice by mail as provided by section 252 and section 251 of Title 8 of the Delaware Code of 1953 on the 24th day of April, 1968, for the purpose of considering and taking action upon the proposed Articles and Agreement of Merger; that 12,663,761 shares of stock of said corporation were on said date issued and outstanding; that the proposed Articles and Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Articles and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Dresser Industries, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of said Dresser Industries, Inc., on this 24th day of April, 1968.

J. D. MAYSON
J. D. Mayson, Secretary

[CORPORATE SEAL]

STATE OF TEXAS }
COUNTY OF DALLAS } ss:

BE IT REMEMBERED that on this 24th day of April, 1968, personally came before me, a Notary Public in and for the County and State aforesaid, J. D. Mayson, known to me to be Secretary of DRESSER INDUSTRIES, INC., a corporation of the State of Delaware, and he the said J. D. Mayson as such Secretary duly executed the foregoing Certificate before me and acknowledged said Certificate to be his act and deed as said Secretary of said corporation, that the signature of the said Secretary of said corporation to said foregoing Certificate is in his handwriting as such Secretary, that the seal affixed to said Certificate is the common corporate seal of the corporation, and the facts stated in said Certificate are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

PAT MONEYSMAKER
Notary Public

PAT MONEYSMAKER, Notary Public,
In and for Dallas County, Texas
My Commission Expires June 1, 1969

[SEAL]