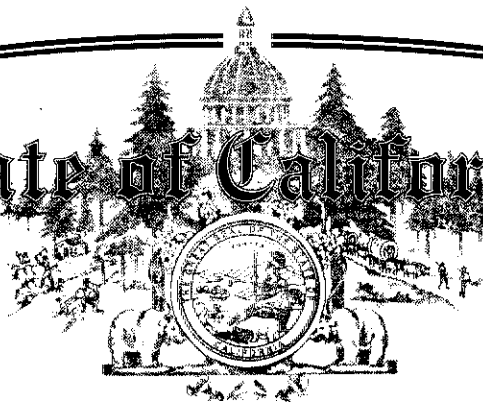


#106510

# State of California



OCT 24 10 44 AM '96

SECRETARY OF STATE  
STATE OF IDAHO

## SECRETARY OF STATE

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 17TH day of OCTOBER, 1996,

there was filed in this office a(n) ARTICLES OF MERGER

merging MODINE WESTERN, INC.,

a California corporation, into MODINE AFTERMARKET HOLDINGS, INC.

, a(n) NORTH CAROLINA corporation.

Further, that according to our records said merged California corporation has  
ceased to exist as a separate corporate entity.



IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this  
22ND day of OCTOBER, 1996

*Bill Jones*

Secretary of State IDAHO SECRETARY OF STATE  
DATE 10/24/1996 0900 34406

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CK #: 10701948 CUST# 15948  
FRGN MERGE  
1@ 20.00= 20.00  
EXPEDITE C 1@ 20.00= 20.00

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