

ARTICLES OF MERGER

FILED

JAN 20 2 42 PM '00

Pursuant to the provisions of Section 30-1-1104 of the Idaho General Business Corporations Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Hobson-Schindler Elevator Corporation, an Idaho corporation (the "Subsidiary") with and into Schindler Elevator Corporation, a Delaware corporation (the "Corporation" or "Parent"):

First: Schindler Elevator Corporation, a Delaware corporation, owns all of the issued and outstanding shares of stock of Hobson-Schindler Elevator Corporation, an Idaho corporation;

Second: Parent's Board of Directors has adopted the following Plan of Merger by resolution of the Parent's directors:

Plan of Merger

1. Schindler Elevator Corporation, a Delaware corporation (the "Parent"), which owns all of the issued and outstanding shares of Hobson-Schindler Elevator Corporation, an Idaho corporation (the "Subsidiary"), desires to merge Subsidiary into Parent.
2. No shareholder approval is required pursuant to Section 253 of the Delaware General Corporation Law and Idaho Code Section 30-1-1104.
3. Parent shall surrender its shares of common stock of Subsidiary in exchange for the assumption by Parent of all of Subsidiary's assets, liabilities and obligations.
4. Upon receiving Articles of Merger marked "Filed" by the Idaho Secretary of State and a Certificate of Ownership marked "Filed" by the Delaware Secretary of State, the Corporate Secretary of Parent shall mark each certificate representing outstanding shares of common stock of Subsidiary "CANCELED" and the officers of Parent shall take all actions and execute any and all documents necessary for Parent to assume all of Subsidiary's assets, liabilities and obligations.

Third: Shareholder approval was not required pursuant to Section 1104(1) of the Idaho General Business Corporations Act.

IDAHO SECRETARY OF STATE

01/31/2000 09:00
CX: 0400 CT: 75532 BN: 205325

Schindler Elevator Corporation

C103550

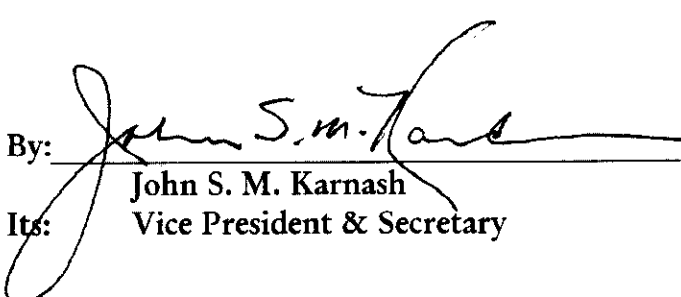
IN WITNESS WHEREOF, Parent and Subsidiary have caused these Articles of Merger to be signed by their respective officers.

DATED this 24th day of January, 2000.

SCHINDLER ELEVATOR CORPORATION

By: _____

Its: _____


John S. M. Karnash

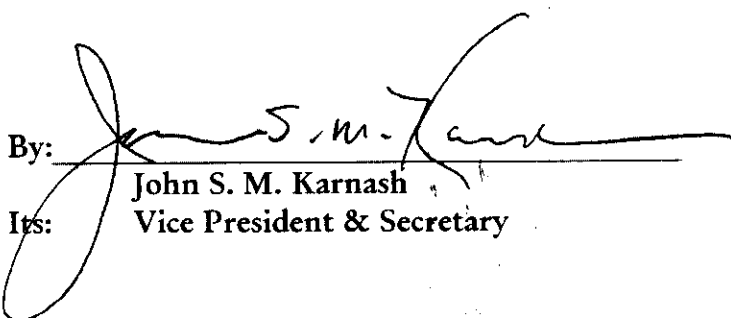
Vice President & Secretary

DATED this 24th day of January, 2000.

HOBSON-SCHINDLER ELEVATOR CORPORATION

By: _____

Its: _____


John S. M. Karnash

Vice President & Secretary

January 24, 2000

Schindler Elevator Corporation