

State of Idaho

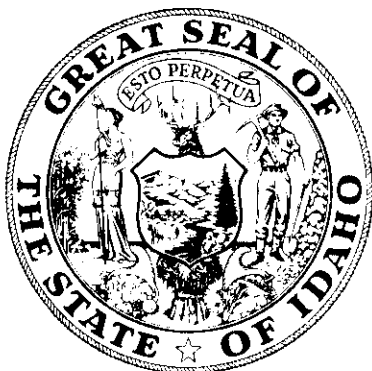
Department of State.

CERTIFICATE OF AUTHORITY OF STEARNS CATALYTIC CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of STEARNS CATALYTIC CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to STEARNS CATALYTIC CORPORATION to transact business in this State under the name STEARNS CATALYTIC CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 17, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Thier

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho:

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is STEARNS CATALYTIC CORPORATION
2. *The name which it shall use in Idaho is STEARNS CATALYTIC CORPORATION
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is May 3, 1982 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5 P. O. Box 5888, Denver, Colorado 80217
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in the transaction of any or all lawful business for which
corporations may be organized under the Business Corporation Act.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
PLEASE SEE ATTACHED LISTING		

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500	Common	\$1.00

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:


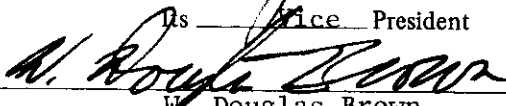
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500	Common	\$1.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 2, 19 84.

STEARNS CATALYTIC CORPORATION

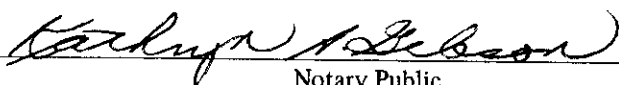
By 
Donald A. Bristow
Is Vice President
and 
W. Douglas Brown
Its Secretary

STATE OF Colorado)
) ss:
COUNTY OF Arapahoe)

I, Kathryn A. Gibson, a notary public, do hereby certify that on
this 2nd day of April, 19 84, personally appeared before
me Donald A. Bristow, who being by me first duly sworn, declared that he
is the Vice President of STEARNS CATALYTIC CORPORATION

that he signed the foregoing document as Vice President of the corporation and that the
statements therein contained are true.

My Commission Expires
12-2-84


Notary Public
4500 Cherry Creek Drive, Glendale, Colorado 80222

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name,
this application must be accompanied by a resolution of the Board of Directors to that effect.

STEARNS CATALYTIC CORPORATION

Officers and Directors

Director	President	Arthur W. Mellen	1800 West Union Blvd. Bethlehem, PA
"	Vice President	Charles A. Andrew	5407 South Oneida Denver, CO 80110
"	Vice President	A. Aaron Green, Jr.	7173 West Stanford Littleton, CO 80123
"	Vice President	Edward E. Ives	7128 So. Vine Circle East Littleton, CO 80122
"	Vice President	J. Neil McLagan	175 Bellaire Street Denver, CO 80220
"	Vice President	Frank C. Prager	2424 South Jasmine Denver, CO 80222
	Vice President	Keith C. Stephens	11720 West 29th Place Lakewood, CO 80215
	Vice President - Arizona/New Mexico	Arthur M. Krill	450 Westwood Drive Denver, CO 80206
	Vice President - Florida	Allan F. Nuttall	3273 So. Niagara St. Denver, CO 80224
	Vice President - Pennsylvania	Omar H. Quade, Jr.	2904 South Newton Denver, CO 80236
	Vice President - Tennessee	Andrew M. Donaldson	8777 East Summit Road Parker, CO 80134
"	Vice President - Treasurer	Donald A. Bristow	No. 5 Desert Willow Lane Littleton, CO 80127
	Secretary	W. Douglas Brown	1350 Green Meadow Lane Littleton, CO 80134
	Assistant Secretary	Jacqueline Rand	7448 Hillside Way Parker, CO 80134

CONSENT TO USE OF NAME

STEARNS CATALYTIC WORLD CORPORATION, a corporation organized under the laws of the State of Delaware hereby consents to the qualification in the State of Idaho of Stearns Catalytic Corporation.

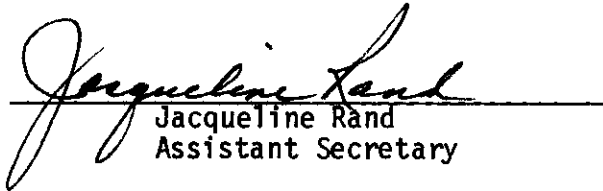
IN WITNESS WHEREOF, the said STEARNS CATALYTIC WORLD CORPORATION has caused this consent to be executed by its Vice President and attested under its corporate seal by its Assistant Secretary, this 2nd day of April 1984.

STEARNS CATALYTIC WORLD CORPORATION

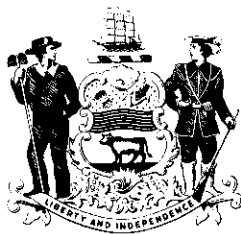


Donald A. Bristow
Vice President

ATTEST:



Jacqueline Rand
Assistant Secretary

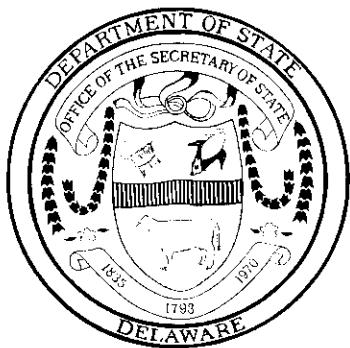


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ May 3, 1982 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

L. D. Sestage

DATE: _____

April 6, 1984

CERTIFICATE OF INCORPORATION
OF
SKYTOP ENGINEERING CORPORATION

1060, v
FILED

MAY 3 1982

John C. Kelly
SECRETARY OF STATE

1. The name of the corporation is SKYTOP ENGINEERING CORPORATION.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is Five Hundred (500) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Five Hundred Dollars (\$500.00).

5. The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Richard A. Gray, Jr.	P.O. Box 548 Allentown, PA 18105

6. The corporation is to have perpetual existence.

00074

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the state of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place as may be designated from time to time by the board of directors or in the by-laws of the corporation.

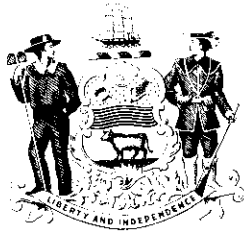
9. The corporation reserves the right to amend, alter, change or repeat any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 10th day of April, 1962.


Richard A. Gray, Jr.

1066

0053

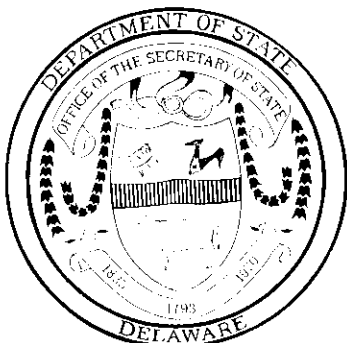


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Amendment _____
filed in this office on _____ June 15, 1982 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *L. D. Burbage*

DATE: April 6, 1984

FILED

JUN 15 1982

1047

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

Shirley C. Kline
SECRETARY OF STATE

LEARNER ENGINEERING CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of said corporation, by unanimous written consent signed by the directors of said corporation in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, have adopted a resolution declaring advisable the following amendment to the certificate of incorporation of said corporation:

"1. The name of the corporation is

LEARNER-ROGER ENGINEERING CORPORATION."

SECOND: That in lieu of a meeting and a vote of shareholders, the shareholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said SKYTOP ENGINEERING CORPORATION, has caused its corporate seal to be hereunto affixed and this certificate to be signed by James H. Agger, Vice President and attested by Richard A. Gray, Jr., its Secretary, this 24th day of May 1982.

SKYTOP ENGINEERING CORPORATION

By

James H. Agger
Vice President

(CORPORATE SEAL)

ATTEST.

BY

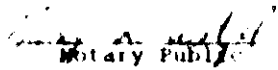
BY

Richard A. Gray, Jr.
Secretary

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF LEHIGH) SS
)

Be It Remembered, that on this 24th day of May 1982,
personally came before me, a Notary Public in and for the
County and State aforesaid, James H. Aggar, Vice President
of SKYTOP ENGINEERING CORPORATION, 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 corpora-
tion.

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


Notary Public

NOTARIAL SEAL

00007