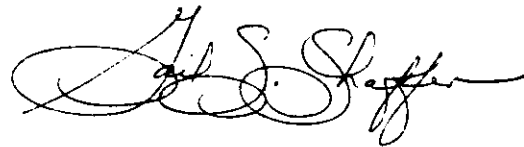


State of New York }  
DEPARTMENT OF STATE } ss.:

**It is Hereby Certified, That** the Certificate of Incorporation of  
DOWN'S & CO'S MANUFACTURING COMPANY, was filed in this Department  
on the 21st day of January, 1864. A Certificate changing name to  
GOULDS MANUFACTURING COMPANY was filed on the 18th day of June,  
1869. A Certificate changing name to GOULDS PUMPS, INCORPORATED  
was filed on the 10th day of March, 1926. The GOULDS PUMPS,  
INCORPORATED (a New York corporation) merged with GOULDS PUMPS  
MERGER CORPORATION (a Delaware corporation) on the 20th day of  
December, 1984, and GOULDS PUMPS, INCORPORATED ceased to be an  
active corporation at the time of the filing of the said merger.

**Witness** my hand and the official seal of the  
Department of State at the City of  
Albany, this 27th day  
of March one thousand  
nine hundred and eighty-five.



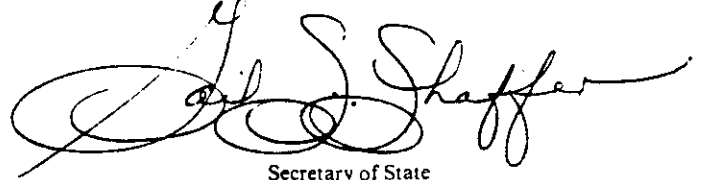
Secretary of State

State of New York  
DEPARTMENT OF STATE

SS.:

It is Hereby Certified, That GOULDS PUMPS MERGER CORPORATION a  
DELAWARE corporation, filed an Application for Authority to do  
business in the State of New York on the 12th day of December, 1984 ,  
that a certificate amending Application changing name to GOULDS PUMPS,  
INCORPORATED was filed on the 7th day of January, 1985  
that no certificate of Surrender of Authority has been filed and, so far as  
shown by the records of this Department, such corporation is still authorized to  
do business in the State of New York.

Witness my hand and the official seal of the  
Department of State at the City of  
Albany, this 27th day  
of March one thousand  
nine hundred and eighty-five

  
Secretary of State