

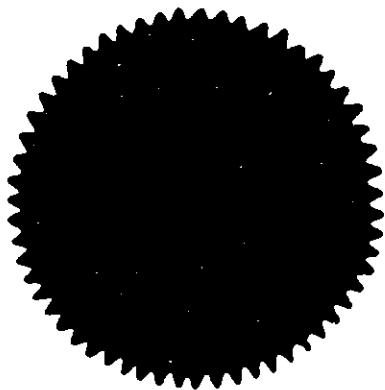


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton *Secretary of State of the State of Delaware,*
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "ROBERTSHAW CONTROLS COMPANY", as received and filed
in this office the eleventh day of April, A.D. 1979, at 11:30 o'clock A.M.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

ROBERTSHAW CONTROLS COMPANY

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION

ROBERTSHAW CONTROLS COMPANY, a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

1. At a meeting of the Board of Directors of the Company duly convened and held on February 6, 1979, a resolution was duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Company, as follows:

RESOLVED, That the Certificate of Incorporation of Robertshaw Controls Company, as amended, be further amended by striking out Article FOURTH of the Certificate of Incorporation and substituting the following:

ARTICLE FOURTH

The Corporation shall have authority to issue fifteen million (15,000,000) shares of Common Stock, par value \$1 per share, and one million, five hundred thousand (1,500,000) shares of Serial Preferred Stock, without par value.

A. Preferred Stock

1. Issuance in Series. Authority is hereby expressly granted to and vested in the Board of Directors from time to time to cause the Serial Preferred Stock of the Corporation to

be issued in series and in connection with the creation of each such series to fix, by resolution or resolutions providing therefor, the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, to the maximum extent permitted by law, in respect of any one or more of the matters set forth in clauses (a) - (g), both inclusive, of this Section 1:

- (a) the number of shares constituting such series and the designation of such series, which shall be such as to distinguish the shares thereof from the shares of all other series and classes;
- (b) the rate of dividend, the time of payment and, if cumulative, the dates from which dividends shall be cumulative, and the extent of participation rights, if any;
- (c) any right to vote with holders of shares of any other series or class and any right to vote as a class, either generally or as a condition to specified corporate action;
- (d) the amount of cash, property or rights for which, and the terms and conditions on which, shares may be redeemed;
- (e) the amount payable upon shares in event of the dissolution, liquidation or winding up (whether voluntary or involuntary) of the Corporation;
- (f) any sinking fund provisions for the redemption or purchase of shares; and
- (g) the terms and conditions (including the price or prices or the rate or rates) on which shares may be converted or exchanged if the shares of any series are issued with the privilege of conversion or exchange.

The shares of all series of Serial Preferred Stock shall be identical except as, within the limitations set forth above in this Section 1, shall have been fixed and determined by the Board of Directors prior to the issuance thereof.

2. Dividends. The holders of the Serial Preferred Stock of each series shall be entitled to receive, if and when declared payable by the Board of Directors, dividends in lawful money of the United States of America, at the dividend rate for such series, and not exceeding such rate except to the extent of any participation right. Such dividends shall be payable on such dates as shall be fixed for such series. Dividends, if cumulative and in arrears, shall not bear interest.

No dividends shall be declared or paid upon or set apart for the Common Stock or for stock of any other class hereafter created ranking junior to the Serial Preferred Stock in respect of dividends or assets (hereinafter called Junior Stock), and no shares of Serial Preferred Stock, Common Stock or Junior Stock shall be purchased, redeemed or otherwise reacquired for a consideration, nor shall any funds be set aside for or paid to any sinking fund therefor, unless and until (i) full dividends on the outstanding Serial Preferred Stock at the dividend rate or rates therefor, together with the full additional amount required by any participation right, shall have been paid or declared and set apart for payment with respect to all past dividend periods, to the extent that the holders of the Serial Preferred Stock are entitled to dividends with respect to any past dividend period, and the current dividend period, and (ii) all mandatory sinking fund payments that shall have become due in respect of any series of the Serial Preferred Stock shall have been made. Unless full dividends with respect to all past dividend periods on the outstanding Serial Preferred Stock at the dividend rate or rates therefor, to the extent that holders of the Serial Preferred Stock are entitled to dividends with respect to any particular past dividend period, together with the full additional amount required by any participation right, shall have been paid or declared and set apart for payment and all mandatory sinking fund payments that shall have become due in respect of any series of the Serial Preferred Stock shall have been made, no distributions shall be made to the holders of the Serial Preferred Stock of any series unless distributions are made to the holders of the Serial Preferred Stock of all series then outstanding in proportion to the aggregate amounts of the deficiencies in payments due to the respective series, and all payments shall be applied, first, to dividends accrued and in arrears, next, to any amount required by any participation right, and, finally, to mandatory sinking fund payments. The terms "current dividend period" and "past dividend period" mean, if two or more series of Serial Preferred Stock having different dividend periods are at the time outstanding, the current dividend period or any past dividend period, as the case may be, with respect to each such series.

3. Preference on Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Serial Preferred Stock of each series shall be

entitled to receive, for each share thereof, the fixed liquidation price for such series, plus, in case such liquidation, dissolution or winding up shall have been voluntary, the fixed liquidation premium for such series, if any, together in all cases with a sum equal to all dividends accrued or in arrears thereon and the full additional amount required by any participation right, before any distribution of the assets shall be made to holders of the Common Stock or Junior Stock; but the holders of the Serial Preferred Stock shall be entitled to no further participation in such distribution. If, upon any such liquidation, dissolution or winding up, the assets distributable among the holders of the Serial Preferred Stock shall be insufficient to permit the payment of the full preferential amounts to which they are entitled as aforesaid, then such assets shall be distributed among the holders of the Serial Preferred Stock then outstanding ratably in proportion to the full preferential amounts to which they are respectively entitled. For the purposes of this Section 3, the expression "dividends accrued or in arrears" means, in respect of each share of the Serial Preferred Stock of any series at a particular time, an amount equal to the product of the rate of dividend per annum applicable to the shares of such series multiplied by the number of years and any fractional part of a year that shall have elapsed from the date when dividends on such shares became cumulative to the particular time in question less the total amount of dividends actually paid on the shares of such series or declared and set apart for payment thereon; provided, however, that, if the dividends on such shares shall not be fully cumulative, such expression shall mean the dividends, if any, cumulative in respect of such shares for the period stated in the resolutions of the Board of Directors creating such series of shares less all dividends paid in or with respect to such period.

B. Common Stock

1. Subject to the provisions of law and the rights of holders of shares at the time outstanding of all classes of stock having prior rights as to dividends, the holders of Common Stock at the time outstanding shall be entitled to receive such dividends at such times and in such amounts as may be declared by the Board of Directors out of assets legally available therefor.

2. In the event of any liquidation, dissolution or winding up (whether voluntary or involuntary) of the Corporation, after the payment or provision for payment in full for all debts and other liabilities of the Corporation and all preferential amounts to which the holders of shares at the time outstanding of all classes of stock having prior rights thereto shall be

entitled, the remaining net assets of the Corporation shall be distributed ratably among the holders of the shares at the time outstanding of Common Stock.

3. The holders of Common Stock shall be entitled to one vote per share on all matters, except that, in all elections of directors, each holder of shares of Common Stock shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast with respect to his shares of stock for the election of such directors multiplied by the number of such directors to be elected by the stockholders, and he may cast all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

2. Pursuant to resolution of the Board of Directors of the Company, the amendment so proposed was submitted for consideration to the annual meeting of the stockholders held on April 11, 1979, and, at that meeting, the necessary number of holders of Common Stock of the Company, being the only class of stock outstanding, as required by statute voted in favor of the amendment.

3. The above amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware.

4. The capital of the Company will not be reduced under or by reason of the above amendment.

IN WITNESS WHEREOF, Robertshaw Controls Company has caused its corporate seal to be hereunto affixed and this Certificate to be signed by JOSEPH A. HOWELL, JR., its Vice President and R. E. SWEANEY, its Secretary, this 11th day of April, 1979.

CORPORATE SEAL
ATTEST:


Vice President


Secretary

STATE OF VIRGINIA :
 : SS
COUNTY OF HENRICO :

BE IT REMEMBERED that on this 11th day of April, 1979, personally came before me, Catherine E. Lukhard, a Notary Public in and for the County and State aforesaid, JOSEPH A. HOWELL, JR., Vice President of Robertshaw Controls Company, a Delaware corporation and the corporation described in and which executed the foregoing Certificate, known to me personally to be such, and he, the said JOSEPH A. HOWELL, JR., duly executed the foregoing Certificate before me and acknowledged the said Certificate to be the act and deed of said corporation and that the facts stated therein are true, that the signatures of the said Vice President and Secretary of said corporation to the foregoing Certificate are in the handwriting of the said Vice President and Secretary of said corporation, that the seal affixed to said Certificate is the common corporate seal of said corporation, and that the act of said Vice President and Secretary in sealing, signing, acknowledging and filing this Certificate was duly authorized by the Board of Directors and stockholders of said corporation.

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

My commission expires: 9-29-81

Catherine E. Lukhard
Notary Public

NOTARIAL SEAL