

State of Idaho

Department of State.

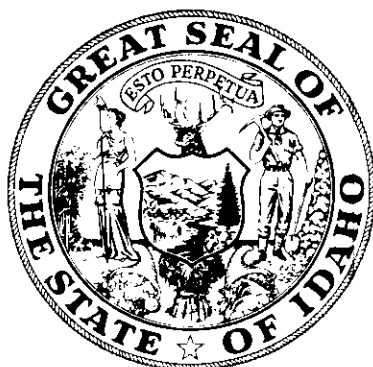
CERTIFICATE OF AUTHORITY OF

TELEDYNE INDUSTRIES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **TELEDYNE INDUSTRIES, INC.** 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 **TELEDYNE INDUSTRIES, INC.** to transact business in this State under the name **TELEDYNE INDUSTRIES, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **March 2,** 19 **84**



Pete T. Cenarrusa

SECRETARY OF STATE

Dunise Huer

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 TELEDYNE INDUSTRIES, INC.
2. *The name which it shall use in Idaho is TELEDYNE INDUSTRIES, INC.
3. It is incorporated under the laws of California
4. The date of its incorporation is September 18, 1964 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 1901 Avenue of the Stars, Suite 1800, Los Angeles, CA 90067
6. The address to which correspondence should be addressed, if different from that in item 5 1901 Avenue of the Stars, Suite 1800, Los Angeles, CA 90067
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:
Warehousing facility.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>George A. Roberts</u>	<u>Director, President</u>	<u>1901 Avenue of the Stars, Ste. 1800</u> <u>Los Angeles, CA 90067</u>
<u>Charles E. Rinsch</u>	<u>Vice Pres., Secretary,</u> <u>Treasurer, Director</u>	<u>1901 Avenue of the Stars, Ste. 1800</u> <u>Los Angeles, CA 90067</u>
<u>Thomas E. Flannigan</u>	<u>Vice President</u>	<u>1501 Wilson Blvd., Ste. 900</u> <u>Arlington, VA 22209</u>
<u>Richard W. Hobbs</u>	<u>Vice President</u>	<u>1501 Wilson Blvd., Ste. 900</u> <u>Arlington, VA 22209</u>

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
<u>250</u>	<u>Common</u>	<u>\$100.00</u>

(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
10	Common	\$100.00

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 February 8, 19 84.

TELEDYNE INDUSTRIES, INC.

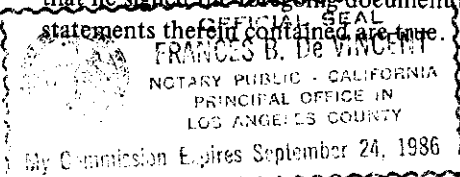
By George A. Roberts
George A. Roberts
Its _____ President
and Charles E. Rinsch
Charles E. Rinsch
Its _____ Secretary

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

I, Frances B. DeVincent, a notary public, do hereby certify that on this 8th day of February, 19 84, personally appeared before me George A. Roberts, who being by me first duly sworn, declared that he is the President of TELEDYNE INDUSTRIES, INC.

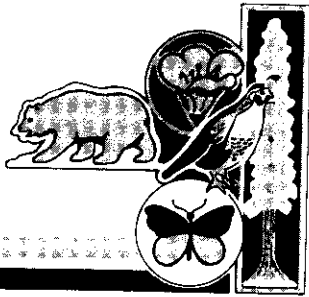
that he signed the foregoing document as
statements therein contained are true.



President of the corporation and that the

Frances B. DeVincent
Notary Public

*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.



State of California

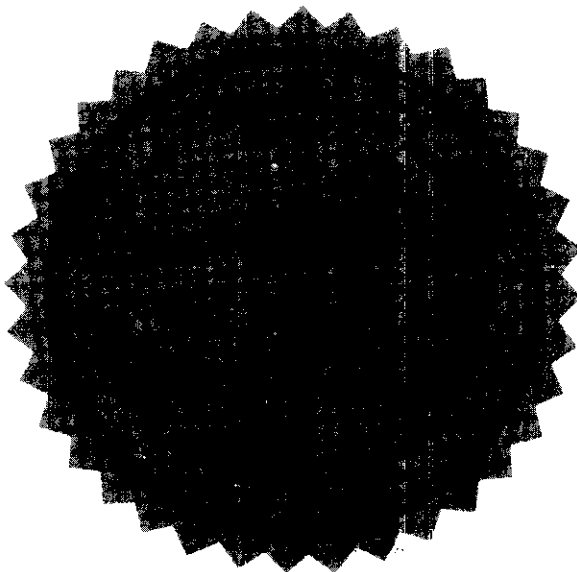
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

FEB 22 1984



March Fong Eu

Secretary of State

477913

ARTICLES OF INCORPORATION
OF

TELEDYNE ASSOCIATES, INC.

FILED

SEP 28 1964

ONE: The name of the corporation is:

TELEDYNE ASSOCIATES, INC.

TWO: The purposes for which this corporation is formed are:

(a) The primary business in which this corporation intends initially to engage is the design, manufacture and sale of mechanical, electrical and electronic instruments, systems and other equipment, components thereof, and accessories attendant thereto.

(b) To become a partner (either general or limited or both) and to enter into agreements of partnership with one or more persons or corporations for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(c) To engage in any activity and/or business which is lawful under the laws of the State of California.

THREE: The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is Los Angeles County.

FOUR: This corporation is authorized to issue only one class of shares of stock; the total number of said shares is two hundred fifty (250); the aggregate par value of all of said shares shall be Twenty-five Thousand (\$25,000.00) Dollars; the par value of each of said shares

Hundred (\$100.00) Dollars.

ARTICLE 1: The number of Directors of this corporation shall be three (3).

The names and addresses of the persons who are appointed to act as the first Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Edmund M. Kaufman	9171 Wilshire Boulevard Beverly Hills, California
Irwin G. Barnet	9171 Wilshire Boulevard Beverly Hills, California
Noreen Fillipon	9171 Wilshire Boulevard Beverly Hills, California

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first Directors of this corporation, have executed these Articles of Incorporation this 8th day of September, 1964.


Edmund M. Kaufman

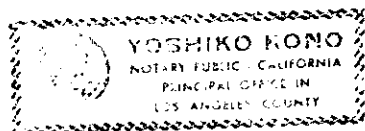

Irwin G. Barnet

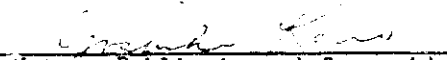

Noreen Fillipon

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

On this 8th day of September, 1964, before me, the undersigned, Notary Public in and for said County and State residing therein, duly commissioned and sworn, personally appeared EDMUND M. KAUFMAN, IRWIN G. BARNET and NOREEN FILLIPON, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.




Notary Public in and for said
County and State

YOSHIKO KONO (SEAL)
My Commission Expires Nov. 27, 1965

BERNARD A. IRELL
EUGENE M. BERGER
JAMES J. STERNMAN
EDWARD SANDERS
JAMES F. WOLFEN
JAMES R. COHAN
EDMUND H. RAUFMAN
RONALD M. LOEB
HERBERT J. KINA
HAROLD S. SHAPIRO
JERRY J. HENDLER
RONALD L. BLANC
JEROME A. RABOW
IRWIN C. BARNET

LAW OFFICES
IRELL & MANELLA
4701 WILSHIRE BOULEVARD
BEVERLY HILLS, CALIFORNIA 90210

BERGER & IRELL
1041-1049
EUGENE M. BERGER
1102-1104
TELEPHONE
CRYSTVIEW 4-0801
BRADSHAW 2-2171
CABLE ADDRESS: IRELLA

September 17, 1964

Secretary of State
Sacramento, California

Re: TELEDYNE ASSOCIATES, INC.

Gentlemen:

Enclosed please find the following:

1. An original and seven copies of Articles of Incorporation of Teledyne Associates, Inc., a corporation which will be a wholly owned subsidiary of Teledyne, Inc., a Delaware corporation.
2. Check made payable to your order in the amount of \$15.00 to cover filing fee.
3. Check made payable to your order in the amount of \$23.00 to cover recording and certifying the enclosed seven copies of Articles.
4. Check made payable to the Franchise Tax Board in the amount of \$100.00.

We would appreciate it very much if the enclosed Articles of Incorporation are filed as soon as possible. After you have certified the seven copies of said Articles, kindly return same to me.

If you have any questions in regard to this matter, you are authorized to call the undersigned by collect telephone.

Thank you for your cooperation in this matter.

Very truly yours,

James J. Sternman
for IRELL & MANELLA

ESB:mi
Encl.

Atch. to TELEDYNE INDUSTRIES, INC.

477913
FILED

In the Office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF

NOV 12 1964
STATE OF CALIFORNIA

By [Signature]
Secretary

TELEDYNE ASSOCIATES, INC.

THE UNDERSIGNED, Henry E. Singleton and Robert W. Johnson, certify that they now are and at all times herein mentioned have been the duly elected and acting President and Assistant Secretary, respectively, of TELEDYNE ASSOCIATES, INC., a California corporation, and that:

1. At a Special Meeting of the Board of Directors of the corporation duly held on November 6, 1964, at Hawthorne, California, the following resolution was duly adopted:

RESOLVED, that Article ONE of the Articles of Incorporation of this corporation be amended to read as follows:

"ONE: The name of the corporation is:

TELEDYNE INDUSTRIES, INC."

RESOLVED, FURTHER, that said amendment is adopted and approved.

2. That the shareholders of this corporation have consented in writing to the adoption of said amendment, a copy of which Consent is attached hereto and made a part of this Certificate, and that

~~Subscribed~~ the total number of shares of the corporation entitled to vote on or consent to the adoption of such amendment is ten (10) shares Common Stock, par value \$1.00, and the attached Consent has been executed by the shareholder owning and holding all of said ten (10) shares.

We and each of us do hereby declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on November 6, 1964 at Hawthorne, California.

[Signature]
Henry E. Singleton, President of
Teledyne Associates, Inc.

[Signature]
Robert W. Johnson, Assistant
Secretary of Teledyne Associates, Inc.

WRITTEN CONSENT OF SHAREHOLDERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF

TELEDYNE ASSOCIATES, INC.

WHEREAS, the Board of Directors of Teledyne Associates, Inc., a California corporation, at a Special Meeting held at Hawthorne, California on November 6, 1964, duly adopted and approved the following resolution amending the Articles of Incorporation:

RESOLVED, that Article ONE of the Articles of Incorporation of this corporation be amended to read as follows:

"ONE: The name of the corporation is:

TELEDYNE INDUSTRIES, INC."

RESOLVED, FURTHER, that said amendment is adopted and approved.

NOW, THEREFORE, the undersigned shareholder, the owner and holder of ten (10) shares of Common Stock, par value \$1.00 of Teledyne Associates, Inc., does hereby adopt, approve and consent to the foregoing Amendment of Articles and has hereunto signed its name, and following its name, written the date of signing.

TELEDYNE, INC.

By Henry E. Singleton
Henry E. Singleton, President

November 6, 1964
Date

477-115
487223
FILED
In the office of the Secretary of State
of the State of California

OCT 31 1966

FRANK M. JORDAN, Secretary of State
Deputy
Deputy

CERTIFICATE OF OWNERSHIP
MERGING
RESEARCH INSTRUMENT CORPORATION
and
ANALYTIC SYSTEMS COMPANY
INTO
TELEDYNE INDUSTRIES, INC.

TELEDYNE INDUSTRIES, INC., a corporation incorporated and existing under the laws of the State of California does hereby certify:

FIRST: This corporation owns all of the outstanding stock of RESEARCH INSTRUMENT CORPORATION and ANALYTIC SYSTEMS COMPANY, corporations which are incorporated pursuant to the provisions of the laws of the State of California.

SECOND: The resolution adopted by a majority of its board of directors to merge said RESEARCH INSTRUMENT CORPORATION and ANALYTIC SYSTEMS COMPANY into itself and to assume all of the obligations of said corporation is in the following words, to wit:

WHEREAS this corporation owns all the outstanding stock of RESEARCH INSTRUMENT CORPORATION and ANALYTIC SYSTEMS COMPANY, corporations organized and existing under the laws of the State of California, and

WHEREAS this corporation desires to merge into itself the said RESEARCH INSTRUMENT CORPORATION and ANALYTIC SYSTEMS COMPANY and to be possessed of all the estate, property, rights, privileges and franchises of said corporations,

NOW, THEREFORE, BE IT

RESOLVED that this corporation merge into itself, and it does hereby merge into itself said RESEARCH INSTRUMENT CORPORATION and ANALYTIC SYSTEMS COMPANY and assumes all of their liabilities and obligations, and

FURTHER RESOLVED that the president or vice president and the secretary or an assistant secretary of this corporation be and they hereby are directed to make and execute a certificate of ownership setting forth a copy of this resolution to merge said RESEARCH INSTRUMENT CORPORATION and ANALYTIC SYSTEMS COMPANY and assumes their liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State in the manner required by Sec. 4124 of the Corporations Code, and to file certified copies thereof in the manner required by said Sec. 4124, and

FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of California, which may in anywise be necessary or proper to effect said merger.

THIRD: The meeting of the board of directors of this corporation at which said resolution was adopted was held at 12525 Daphne Avenue, Hawthorne, California, on the 10th day of October 1966; at said meeting three directors voted in favor of said resolution, the authorized number of directors being three, and three directors being present at the meeting.

IN WITNESS WHEREOF, the undersigned have executed
this certificate this 25th day of October, 1966.

TELEDYNE INDUSTRIES, INC.

By *[Signature]* VICE President
T. G. Michos
ASST. Secretary

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ss.

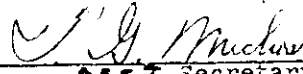
G. L. FARINSKY and T. G. MICHO S
being first duly and severally sworn, each for himself,
deposes and says: That he, the said G. L. FARINSKY
is VICE president, and that he, the said T. G. MICHO S
is ASSISTANT secretary of TELEDYNE INDUSTRIES, INC., a
corporation organized and existing under the laws of the
State of California, that they have read the foregoing cer-
tificate and that the matters set forth in the said certifi-
cate are true of their own knowledge.

[Signature] VICE President
T. G. Michos
ASST. Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Hawthorne, California on October 25, 1966.



VICE President



ASST. Secretary

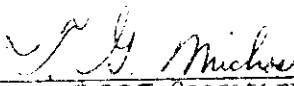
The foregoing certificate of ownership is hereby approved and executed this 25th day of October, 1966.

RESEARCH INSTRUMENT CORPORATION



VICE President

(CORPORATE SEAL)



ASST. Secretary

The foregoing certificate of ownership is hereby
approved and executed this 25th day of October, 1966.

ANALYTIC SYSTEMS COMPANY


VICE President

(CORPORATE SEAL)


ASST. Secretary

A71985

FILED

In the office of the Secretary of State
of the State of California

OCT 31 1967

FRANK M. JORDAN, Secretary of State

Frank M. Jordan
Deputy

CERTIFICATE OF OWNERSHIP

MERGING

TELEDYNE ADVANCE SYSTEMS CORPORATION

INTO

TELEDYNE INDUSTRIES, INC.

TELEDYNE INDUSTRIES, INC., a corporation incorporated and existing under the laws of the State of California, does hereby certify:

FIRST: This corporation owns all of the outstanding stock of TELEDYNE ADVANCED SYSTEMS CORPORATION, a corporation incorporated pursuant to the provisions of the laws of the State of California.

SECOND: The resolution adopted by a majority of its board of directors to merge said TELEDYNE ADVANCED SYSTEMS CORPORATION into itself and to assume all of the obligations of said corporation is in the following words.
to wit:

WHEREAS this corporation owns all the outstanding stock of TELEDYNE ADVANCED SYSTEMS CORPORATION, a corporation organized and existing under the laws of the State of California, and

WHEREAS this corporation desires to merge into itself the said TELEDYNE ADVANCED SYSTEMS CORPORATION and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT

RESOLVED that this corporation merge into itself, and it does hereby merge into itself said TELEDYNE ADVANCED SYSTEMS CORPORATION and assume all of its liabilities and obligations, and

FURTHER RESOLVED that the president or vice president and the secretary or an assistant secretary of this corporation be and they hereby are directed to make and execute a certificate of ownership setting forth a copy of this resolution to merge and TELEDYNE ADVANCED SYSTEMS CORPORATION and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State in the manner required by Sec. 4124 of the Corporations Code, and to file certified copies thereof in the manner required by said Sec. 4124, and

FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of California, which may in anywise be necessary or proper to effect said merger.

THIRD: The meeting of the board of directors of this corporation at which said resolution was adopted was held at 12525 Daphne Avenue, Hawthorne, California on the 12th day of October 1967; at said meeting three directors being present at the meeting.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 27th day of October, 1967.

TELEDYNE INDUSTRIES, INC.

✓ By G. A. Roberts
G. A. Roberts,
Vice President

J. Spencer Letts
J. Spencer Letts,
Asst. Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct, Executed at Hawthorne, California on this 27th day of October, 1967.

✓ George A. Roberts
G. A. Roberts, Vice President

✓ J. Spencer Letts
J. Spencer Letts, Asst. Secretary

ASSISTANT
SECRETARY OF THE STATE
MERGING
WAH CHANG ALBANY CORPORATION

INTO

SURV TELEDYNE INDUSTRIES, INC.

TELEDYNE INDUSTRIES, INC., a corporation incorporated and existing under the laws of the State of California, does hereby certify:

FIRST: This corporation owns all of the outstanding stock of WAH CHANG ALBANY CORPORATION, a corporation incorporated pursuant to the provisions of the laws of the State of Oregon.

SECOND: The resolutions adopted by a majority of the Board of Directors of this corporation to merge said WAH CHANG ALBANY CORPORATION into this corporation and to assume all of the obligations of said corporation are in the following words, to wit:

WHEREAS, this Company owns all the outstanding stock of WAH CHANG ALBANY CORPORATION, a corporation organized and existing under the laws of the State of Oregon; and

WHEREAS, this Company desires to merge into itself said WAH CHANG ALBANY CORPORATION and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW, THEREFORE, BE IT

RESOLVED, that this Company merge into itself, and it does hereby merge into itself, said WAH CHANG ALBANY CORPORATION and assumes all of its liabilities and obligations; and

FURTHER RESOLVED, that the president or vice president and the secretary or an assistant secretary of this Company be and they hereby are directed to make and execute a certificate of ownership setting forth a copy of this resolution to merge said WAH CHANG ALBANY CORPORATION

and assume the liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State in the manner required by Sec. 4124 of the Corporations Code, and to file certified copies thereof in the manner required by said Sec. 4124; and

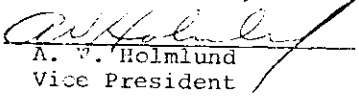
FURTHER RESOLVED, that the officers of this Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of California, which may in anywise be necessary or proper to effect said merger.

THIRD: The meeting of the Board of Directors of this corporation at which said resolutions were adopted was held at Los Angeles, California, on the 21st day of November, 1969; at said meeting four (4) directors voted in favor of said resolutions, the authorized number of directors being five (5), and four (4) directors being present at the meeting.


IN WITNESS WHEREOF, the undersigned have executed this certificate this 16th day of December, 1969, and each of us declares under penalty of perjury that the foregoing is true and correct.

EXECUTED at Los Angeles, California, on December 16, 1969.
TELEDYNE INDUSTRIES, INC.

By


A. W. Holmlund
Vice President

By


J. R. Nelson
Assistant Secretary

CERTIFICATE OF OWNERSHIP

OCT 30 1970

MERGING

TELEDYNE RYAN AERONAUTICAL COMPANY

INTO

TELEDYNE INDUSTRIES, INC.

SURV

TELEDYNE INDUSTRIES, INC., a California corporation, certifies that:

1. It owns all the outstanding stock of Teledyne Ryan Aeronautical Company, a corporation duly incorporated on October 30, 1968, under the laws of the State of California.
2. The following resolutions were adopted by a majority of its Board of Directors:

WHEREAS, this corporation owns all the outstanding stock of Teledyne Ryan Aeronautical Company; and

WHEREAS, it is deemed in the best interests of this corporation and its shareholders that this corporation merge Teledyne Ryan Aeronautical Company into itself and assume all of its obligations; it is:

RESOLVED, that this corporation merge Teledyne Ryan Aeronautical Company into itself as of the close of business on October 31, 1970, and assume all obligations of the merged corporation.

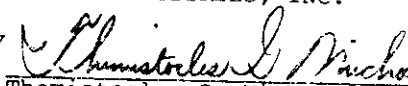
RESOLVED, FURTHER, that any Vice President and any Assistant Secretary be, and they hereby are, directed to execute and file a Certificate of Ownership pursuant to Section 4124 of the California Corporations Code and to take such further actions as may be necessary or proper to accomplish such merger.

3. Said resolutions were adopted at a special meeting of the Board of Directors of this corporation held on October 27, 1970, at 1901 Avenue of the Stars, Los Angeles, California. This corporation has five directors, three of whom were present at such meeting, and said resolutions were

adopted by the unanimous vote of the directors present.

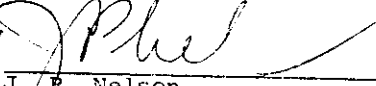
TELEDYNE INDUSTRIES, INC.

By



Themistocles G. Michos
Vice President

By



J. R. Nelson
Assistant Secretary

VERIFICATION

Themistocles G. Michos and J. R. Nelson say:

They are the Vice President and Assistant Secretary,
respectively, of Teledyne Industries, Inc., a California cor-
poration;

They have read the foregoing Certificate of Ownership
and know the contents thereof;


The same is true of their own knowledge.

Executed on October 27, 1970, at Los Angeles,
Los Angeles County, California.

We declare under penalty of perjury that the fore-
going is true and correct.



Themistocles G. Michos
Vice President



J. R. Nelson
Assistant Secretary

CERTIFICATE OF OWNERSHIP

MERGING

TORRANCE EXTRUSION CORP.

INTO

TELEDYNE INDUSTRIES, INC.

A113198

FILED

In the office of the Secretary of State
of the State of California

AUG 3 11 1971

EDMUND G. ... Secretary of State
By *[Signature]* Deputy

TELEDYNE INDUSTRIES, INC., a corporation incorporated
and existing under the laws of the State of California,
does hereby certify:

FIRST: This corporation owns all of the outstanding
stock of TORRANCE EXTRUSION CORP., a corporation incorporated
pursuant to the provisions of the laws of the State of
California.

SECOND: The resolutions adopted by a majority of
the Board of Directors of this corporation to merge said
TORRANCE EXTRUSION CORP. into this corporation and to
assume all of the obligations of said corporation are in
the following words, to wit:

WHEREAS, this Company owns all the
outstanding stock of TORRANCE EXTRUSION
CORP., a corporation organized and
existing under the laws of the State of
California; and

WHEREAS, this Company desires to
merge into itself said TORRANCE EXTRUSION
CORP. and to be possessed of all the estate,
property, rights, privileges and franchises
of said corporation;

NOW, THEREFORE, BE IT

RESOLVED, that this Company merge
into itself, and it does hereby merge
into itself, said TORRANCE EXTRUSION
CORP. and assumes all of its liabilities
and obligations; and

FURTHER RESOLVED, that the president
or vice president and the secretary or
an assistant secretary of this Company
be and they hereby are directed to make
and execute a certificate of ownership
setting forth a copy of this resolution
to merge said TORRANCE EXTRUSION CORP.
and assume its liabilities and obligations,
and the date of adoption thereof, and to
file the same in the office of the
Secretary of State in the manner required
by Sec. 4124 of the Corporations Code,
and to file certified copies thereof in
the manner required by said Sec. 4124; and

It is further assumed, that the officers
of the said Sheriff's Office hereby are
authorized to deliver or cause all acts
to be done, and however, done within or
without the State of California, which
may in anywise be necessary or proper
to effect said order.

THIRD: The special meeting of the Board of Directors of this corporation at which said resolutions were adopted was held at Los Angeles, California, on the 25th day of August, 1971. The Board of Directors of this corporation has five members, three of whom constitute a quorum and were present at such meeting, and said resolutions were adopted by the unanimous vote of the directors present.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 27th day of August, 1971, and each of us declares under penalty of perjury that the foregoing is true and correct.

EXECUTED at Los Angeles, California, on August 27th,
1971.

TELEDYNE INDUSTRIES, INC.

BY T. G. Michos
T. G. Michos
Vice President

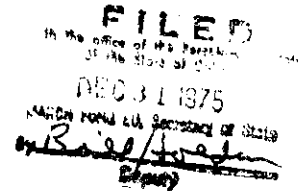
By J. R. Nelson
J. R. Nelson
Assistant Secretary

A161831

477913

SURV

CERTIFICATE OF MERGER



The undersigned, T. G. Michos and J. R. Nelson, certify that they are and at all times herein mentioned were, the duly elected and qualified Vice-President and Assistant Secretary, respectively, of TELEDYNE INDUSTRIES, INC., a California corporation, and further certify that:

1. At a meeting of the Board of Directors of said corporation, duly held at Los Angeles, California, on December 4, 1975, at which a quorum of such Directors was present, the following resolutions were duly adopted:

"RESOLVED that in the judgment of this board of directors it is advisable and for the best interests of this corporation that TELEDYNE ACCEPTANCE CORPORATION, AMERICAN REPROGRAPHICS, INC., AQUA TEC CORPORATION, BROWN ENGINEERING COMPANY, INC., CALMAG ENGINEERING & DEVELOPMENT CO., CK COMPANY, TELEDYNE COMMENTRY INC., TELEDYNE COMMERCIAL SYSTEMS INSTALLATIONS, TELEDYNE CREDIT CORPORATION, HALE TIRE SERVICE, INC., TELEDYNE LEASING COMPANY, MICROWAVE ELECTRONICS CORPORATION, TELEDYNE MID-AMERICA CORPORATION, TELEDYNE MIDWEST CORPORATION, MILLERSBURG DEVELOPMENT CORP., MOUNT VERNON DIE CASTING CORP., NATIONAL MANUFACTURING, INC., OLSON ELECTRONICS MAIL ORDER COMPANY, OLSON TAFE CENTRE, INC., PACKARD-BELL SERVICE CORPORATION, REPUBLIC MANUFACTURING CO., RSVP MANUFACTURING, INC., SAE STEELS, INC., S A E STEELS INCORPORATED, S A E STEELS INCORPORATED, S A E STEELS INCORPORATED, S A E STEELS INCORPORATED, SUPER STEELS, INC. and TELEDYNE UNITED CORPORATION be merged into this corporation, and

"FURTHER RESOLVED that the draft of the agreement of merger, merging said corporations, into this corporation and setting forth the terms and conditions of the merger, be and it hereby is approved and the Assistant Secretary and the Vice-President be and they hereby are authorized and directed to sign and acknowledge the agreement of merger submitted to this meeting on behalf of this corporation."

2. The authorized number of Directors of this corporation is three (3) and two (2) of said Directors voted in favor of the resolution approving the merger, which number represents a majority of the Directors present at a meeting held at Los Angeles, California, on December 4, 1975, at which a quorum was present.

3. Pursuant to Section 2239 of the California Corporations Code, Unanimous Written Consent of the sole shareholder entitled to vote was obtained approving the Agreement of Merger and all the terms and conditions thereof and said Consent was filed with the Secretary of this corporation.

4. The total number of outstanding shares of the stock of this corporation is 10 shares of common stock, all of which are owned by TELEDYNE, INC., a Delaware corporation. This corporation has no other capital stock outstanding.

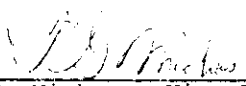
5. The name of the surviving corporation is TELEDYNE INDUSTRIES, INC.

6. The Agreement of Merger of this corporation with

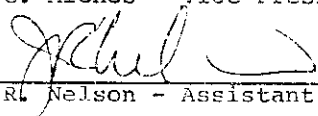
TELEDYNE ACCEPTANCE CORPORATION
AMERICAN REPROGRAPHICS, INC.
AQUA TEC CORPORATION
BROWN ENGINEERING COMPANY, INC.
CALMAG ENGINEERING & DEVELOPMENT CO.
CK COMPANY
TELEDYNE COMMENTRY INC.
TELEDYNE COMMERCIAL SYSTEMS INSTALLATIONS
TELEDYNE CREDIT CORPORATION
HALE TIRE SERVICE, INC.
TELEDYNE LEASING COMPANY
MICROWAVE ELECTRONICS CORPORATION
TELEDYNE MID-AMERICA CORPORATION
TELEDYNE MIDWEST CORPORATION
MILLERSBURG DEVELOPMENT CORP.
MOUNT VERNON DIE CASTING CORP.
NATIONAL MANUFACTURING, INC.
OLSON ELECTRONICS MAIL ORDER COMPANY
OLSON TAPE CENTRE, INC.
PACKARD-BELL SERVICE CORPORATION
REPUBLIC MANUFACTURING CO.
RSVP MANUFACTURING, INC.
S&E STEELS, INC.
S & E STEELS INCORPORATED
S & E STEELS INCORPORATED
S & E STEELS INCORPORATED
S & E STEELS INCORPORATED
SUPER STEELS, INC.
TELEDYNE UNITED CORPORATION

filed with the Secretary of State of California concurrently with this certificate pursuant to Section 4113 of the Corporations Code, is the Agreement hereinabove referred to and sets forth the terms and conditions approved by said resolutions of Directors and Unanimous Written Consent of the shareholder.

Dated December 15, 1975.




T. G. Michos - Vice-President



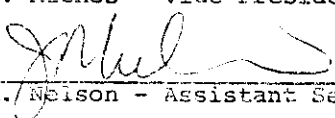
J. R. Nelson - Assistant Secretary

We declare under penalty of perjury that the foregoing is true and correct.

Executed on December 15, 1975 at Los Angeles, California



T. C. Michos - Vice-President



J. R. Nelson - Assistant Secretary

161832

477913 SURV

FILED
In the office of the Secretary of State
of the State of California

DEC 31 1975

MARCH 1976 THE Secretary of State

By B. J. H. H. H.
Secretary

AGREEMENT OF MERGER

BETWEEN

TELEDYNE INDUSTRIES, INC.

AND

TELEDYNE ACCEPTANCE CORPORATION
AMERICAN REPROGRAPHICS, INC.
AQUA TEC CORPORATION
BROWN ENGINEERING COMPANY, INC.
CALMAG ENGINEERING & DEVELOPMENT CO.
CK COMPANY
TELEDYNE COMMENTRY INC.
TELEDYNE COMMERCIAL SYSTEMS INSTALLATIONS
TELEDYNE CREDIT CORPORATION
HALE TIRE SERVICE, INC.
TELEDYNE LEASING COMPANY
MICROWAVE ELECTRONICS CORPORATION
TELEDYNE MID-AMERICA CORPORATION
TELEDYNE MIDWEST CORPORATION
MILLERSBURG DEVELOPMENT CORP.
MOUNT VERNON DIE CASTING CORP.
NATIONAL MANUFACTURING, INC.
OLSON ELECTRONICS MAIL ORDER COMPANY
OLSON TAPE CENTRE, INC.
PAWKARD-BELL SERVICE CORPORATION
REPUBLIC MANUFACTURING CO.
RSVP MANUFACTURING, INC.
SAE STEELS, INC.
S A E STEELS INCORPORATED
S A E STEELS INCORPORATED
S A E STEELS INCORPORATED
S A E STEELS INCORPORATED
SUPER STEELS, INC.
TELEDYNE UNITED CORPORATION

This Agreement of Merger is entered into between TELEDYNE INDUSTRIES, INC., a California corporation (herein "Surviving Corporation") and the following corporations (herein "Merging Corporations"):

<u>MERGING CORPORATIONS</u>	<u>DATE OF INCORPORATION</u>	<u>STATE OF INCORPORATION</u>
TELEDYNE ACCEPTANCE CORPORATION	May 11, 1962	California
AMERICAN REPROGRAPHICS, INC.	June 28, 1960	Georgia
AQUA TEC CORPORATION	March 30, 1967	California
BROWN ENGINEERING COMPANY, INC.	October 31, 1968	Alabama
CALMAG ENGINEERING & DEVELOPMENT CO.	July 7, 1969	California

TELEDYNE ACCEPTANCE CORPORATION - 432 003 *Del. n. g.*
 AMERICAN THERMOGRAPHICS, INC. - 524 234
 AQUA TPC CORPORATION - 524 234
 BROWN ENGINEERING COMPANY, INC. - 574 547 *Ala. n. g.*
 CALMAG ENGINEERING & DEVELOPMENT CO. - 574 547
 CK COMPANY - Va. n. g.
 TELEDYNE CONCRETE INC. - 699 779
 TELEDYNE COMMERCIAL SYSTEMS INSTALLATIONS - 699 767
 TELEDYNE CREDIT CORPORATION - 654 025
 HALL TIRE SERVICE, INC. - 346 665
 TELEDYNE LEASING COMPANY - 366 347 73
 MICROVAE ELECTRONICS CORPORATION - 522 230
 TELEDYNE MID-AMERICA CORPORATION - 566 547 49
 TELEDYNE MIDWEST CORPORATION - 555 807
 MELLERSBURG DEVELOPMENT CORP. - Va. n. g.
 MOUNT VERNON DIE CASTING CORP. - Va. n. g.
 NATIONAL MANUFACTURING, INC. - 566 547
 OLSON ELECTRONICS MAIL ORDER COMPANY - Va. n. g.
 OLSON TAPE CENTRE, INC. - Del. n. g.
 PACKARD-BAIL SERVICE CORPORATION - Va. n. g.
 REPUBLIC MANUFACTURING CO. - Del. n. g.
 RSVP MANUFACTURING, INC. - 432 274
 SAE STEELS, INC. - Del. n. g.
 S A E STEELS INCORPORATED - Del. n. g.
 S A L STEELS INCORPORATED - Del. n. g.
 S A E STEELS INCORPORATED - Va. n. g.
 S A E STEELS INCORPORATED - Va. n. g.
 SUPER STEELS, INC. - Del. n. g.
 TELEDYNE UNITED CORPORATION - 534 021

<u>MERGING CORPORATIONS</u>	<u>DATE OF INCORPORATION</u>	<u>STATE OF INCORPORATION</u>
OK COMPANY	April 28, 1972	Virginia
TELEDYNE COMMENTRY INC.	October 21, 1970	California
TELEDYNE COMMERCIAL SYSTEMS INSTALLATIONS	June 12, 1970	California
TELEDYNE CREDIT CORPORATION	December 7, 1972	California
HALE TIRE SERVICE, INC.	November 18, 1957	California
TELEDYNE LEASING COMPANY	November 21, 1969	Delaware
MICROWAVE ELECTRONICS CORPORATION	August 29, 1967	California
TELEDYNE MID-AMERICA CORPORATION	March 12, 1969	Delaware
TELEDYNE MIDWEST CORPORATION	October 20, 1968	California
MILLERSBURG DEVELOPMENT CORP.	March 10, 1969	Oregon
MOUNT VERNON DIE CASTING CORP.	August 15, 1969	New York
NATIONAL MANUFACTURING, INC.	December 30, 1965	Delaware
OLSON ELECTRONICS MAIL ORDER COMPANY	April 25, 1968	Ohio
OLSON TAPE CENTRE, INC.	December 17, 1970	Indiana
PICKARD-BELL SERVICE CORPORATION	December 23, 1969	New York
REPUBLIC MANUFACTURING CO.	July 30, 1971	Ohio
TEVP MANUFACTURING, INC.	December 31, 1964	California
SAE STEELS, INC.	June 7, 1968	Ohio
S A E STEELS INCORPORATED	January 9, 1941	Illinois
S A E STEELS INCORPORATED	January 8, 1941	Indiana
S A E STEELS INCORPORATED	January 9, 1941	New York
S A E STEELS INCORPORATED	January 10, 1941	Pennsylvania
SUPER STEELS, INC.	March 1, 1963	Ohio
TELEDYNE UNITED CORPORATION	October 3, 1967	California

1. Merging Corporations shall be merged into Surviving Corporation.

2. The outstanding shares of Merging Corporations shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.

3. Merging Corporations shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

TELEDYNE INDUSTRIES, INC.
TELEDYNE ACCEPTANCE CORPORATION
AMERICAN REPROGRAPHICS, INC.
AQUA TEE CORPORATION
BROWN ENGINEERING COMPANY, INC.
CALMAG ENGINEERING & DEVELOPMENT CO.
TELEDYNE COMMUNITY INC.
TELEDYNE COMMERCIAL SYSTEMS INSTALLATIONS
TELEDYNE CREDIT CORPORATION
HALE TIRE SERVICE, INC.
TELEDYNE LEASING COMPANY
MICROWAVE ELECTRONICS CORPORATION
TELEDYNE MID-AMERICA CORPORATION
TELEDYNE MIDWEST CORPORATION
MILLERSBURG DEVELOPMENT CORP.
MOUNT VERNON DIE CASTING CORP.
NATIONAL MANUFACTURING, INC.
OLSON ELECTRONICS MAIL ORDER COMPANY
OLSON TAPE CENTRE, INC.
PACKARD-BELL SERVICE CORPORATION
REPUBLIC MANUFACTURING CO.
RSVP MANUFACTURING, INC.
SAE STEELS, INC.
S A E STEELS INCORPORATED
S A E STEELS INCORPORATED
S A E STEELS INCORPORATED
S A E STEELS INCORPORATED
SUPER STEELS, INC.
TELEDYNE UNITED CORPORATION

By T. L. Michos
T. L. Michos - Vice President

By J. R. Nelson
J. R. Nelson - Assistant Secretary

CK COMPANY

By Robert J. Hays

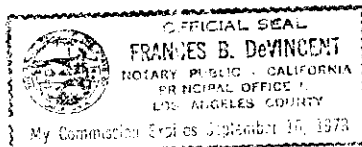
By Franklin H. Hays

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

On this 11th day of December, 1975, before the undersigned, a Notary Public for the State of California, personally appeared T. G. Michos and J. R. Nelson, known to me to be the Vice-President and Assistant Secretary, respectively, of TELEDYNE INDUSTRIES, INC., TELEDYNE ACCEPTANCE CORPORATION, AMERICAN REPROGRAPHICS, INC., AQUA TEC CORPORATION, BROWN ENGINEERING COMPANY, INC., CALMAG ENGINEERING & DEVELOPMENT CO., TELEDYNE COMMUNITY INC., TELEDYNE COMMERCIAL SYSTEMS INSTALLATIONS, TELEDYNE CREDIT CORPORATION, HALE TIRE SERVICE, INC., TELEDYNE LEASING COMPANY, MICROWAVE ELECTRONICS CORPORATION, TELEDYNE MID-AMERICA CORPORATION, TELEDYNE MIDWEST CORPORATION, MILLERSBURG DEVELOPMENT CORP., MOUNT VERNON DIE CASTING CORP., NATIONAL MANUFACTURING, INC., OLSON ELECTRONICS MAIL ORDER COMPANY, OLSON TAPE CENTRE, INC., PACKARD-BELL SERVICE CORPORATION, REPUBLIC MANUFACTURING CO., RSVP MANUFACTURING, INC., SAE STEELS, INC., S A E STEELS INCORPORATED, an Illinois corporation, S A E STEELS INCORPORATED, an Indiana corporation, S A E STEELS INCORPORATED, a New York corporation, S A E STEELS INCORPORATED, a Pennsylvania corporation, SUPER STEELS, INC. and TELEDYNE UNITED CORPORATION, the corporations that executed the within instrument, and acknowledged to me that such corporations executed the same.

Frances B. DeVincent
Notary Public

(NOTARY SEAL)



STATE OF Virginia
COUNTY OF Stafford

On this 17th day of December, 1975, before the undersigned, a Notary Public for the State of Virginia, personally appeared Robert A. Ferguson and Elizabeth M. Clayton, known to me to be the President and Secretary, respectively, of CR COMPANY, the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

Shirley E. MacIntyre
Notary Public

(NOTARY SEAL)

My Commission Expires
March 14, 1978

1007368

FILED
In the office of the Secretary of State
of the State of California

DEC 31 1980

MARION FONG EU, Secretary of State

By R. J. P. H. H. H.
Deputy

477913 SURV

CERTIFICATE OF OWNERSHIP

MERGING

GEO-GESTALT, INC.

INTO

TELEDYNE INDUSTRIES, INC.

We, Charles E. Rinsch, the Vice-President, and J. R. Nelson, the Assistant Secretary of TELEDYNE INDUSTRIES, INC., a corporation organized and existing under the laws of the State of California, DO HEREBY CERTIFY:

1. That Charles E. Rinsch is the Vice-President and J. R. Nelson is the Assistant Secretary of this corporation.

2. This corporation owns 100 percent of the outstanding shares of each class of GEO-GESTALT, INC., a California corporation.

3. The board of directors of TELEDYNE INDUSTRIES, INC. duly adopted the following resolution:

RESOLVED that this corporation merge into itself GEO-GESTALT, INC., its subsidiary and assumes all of its obligations pursuant to Section 1110 of the California Corporations Code.

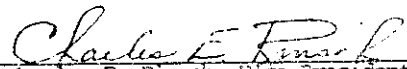
4. This certificate shall become effective on December 31, 1980.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 22nd day of December, 1980.

Charles E. Rinsch
Charles E. Rinsch, Vice-President

J. R. Nelson
J. R. Nelson, Assistant Secretary

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Los Angeles, California on December 22, 1980.


Charles E. Rinsch, Vice-President


J. R. Nelson, Assistant Secretary