

State of Idaho

Department of State

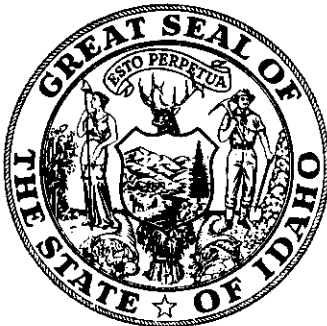
CERTIFICATE OF WITHDRAWAL OF

EATON-KENWAY, INC.
File Number C 63051

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of EATON-KENWAY, INC. for a Certificate of Withdrawal from this State, duly executed 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. J. [Signature]*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

JUL 21 9 55 AM '95
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is Eaton-Kenway, Inc.
The name which it used in Idaho is Eaton-Kenway, Inc.
2. It is incorporated under the laws of Ohio
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is C/O Eaton Corporation
Att: Legal Dept., Eaton Center, Cleveland, Ohio 44114-2584
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for, and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By

Gerald L. Gherlein
Its President/Vice President (please specify)
Gerald L. Gherlein

And

Earl R. Franklin
Its Secretary/Assistant Secretary (please specify)
Earl R. Franklin

STATE OF Ohio)
COUNTY OF Cuyahoga) ss:

I, David M. O'Loughlin, a notary public, do hereby certify that on this 11th day of July, 19 95, personally appeared before me Gerald L. Gherlein, who being by me first duly sworn, declared that (s)he is the President Vice President of Eaton-Kenway, Inc.

that (s)he signed the foregoing documents as President Vice President of the corporation and that the statements therein contained are true.

David M. O'Loughlin
Notary Public

DAVID M. O'LOUGHLIN, Attorney At Law
Notary Public - State of Ohio
My commission has no expiration date
Section 147.03 R. C.

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
700 West Jefferson, Room 203
P. O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE

7/21/95 9:00:00 AM
Customer # 21357
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CORPORATION FORGON WITHDRAWAL