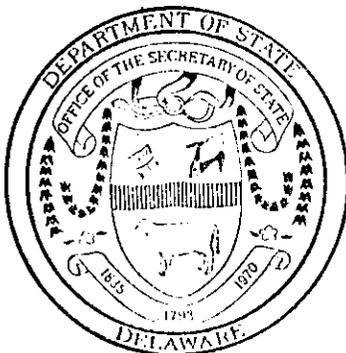




State of DELAWARE

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 Agreement of Merger
filed in this office on June 30, 1981.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *J. Munnery*

DATE: November 5, 1981

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of June 29, 1981 between RELIANCE ELECTRIC COMPANY ("Reliance"), a Delaware corporation, and RELIABLE ELECTRIC COMPANY ("Reliable"), a Delaware corporation.

WITNESSETH:

WHEREAS, the parties hereto desire that Reliable liquidate by merging with and into Reliance upon the terms and conditions set forth herein;

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1. The Merger. At the Effective Date (as defined below) Reliable shall liquidate by merging with and into Reliance, and thereupon (i) the corporate existence of Reliance, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the merger and its name shall continue to be "Reliance Electric Company", (ii) the corporate identity and existence, with all the purposes, powers and objects, of Reliable shall be merged into Reliance and Reliance as the corporation surviving the merger shall be fully vested therewith, (iii) the separate existence and corporate organization of Reliable shall cease, (iv) all property (real, personal and mixed), rights, privileges, powers and franchises of Reliable shall be liquidated into and vested with Reliance by virtue of the merger and (v) all debts, liabilities and duties of Reliable shall thereupon attach to Reliance and become enforceable against Reliance with the same effect as if said debts, liabilities and duties had been incurred or contracted by Reliance.

1.2. Effective Date. The merger of Reliable with and into Reliance shall become effective at the time (referred to herein as the "Effective Date") that an executed counterpart of this Agreement is duly filed with the office of the Secretary of State of the State of Delaware in accordance with the General Corporation Law of the State of Delaware; and Reliance will cause said counterpart of this Agreement to be duly executed and filed with the Secretary of State of the State of Delaware and thereafter promptly recorded in the Office of the Recorder of Deeds in the county in the State of Delaware in which the registered office of Reliance is located at such time, all as soon as practicable after all consents, waivers, approvals, notices, filings, opinions of counsel, and other acts

relating to the merger deemed by the officers of Reliance to be necessary or desirable prior to the merger of Reliable into Reliance have been duly obtained, given, made or accomplished, but in any case on or prior to August 31, 1981.

1.3. Charter and By-Laws. At the Effective Date the Certificate of Incorporation and By-Laws of Reliance as in effect immediately prior thereto shall continue unchanged as the Certificate of Incorporation and By-Laws of the surviving corporation.

1.4. Cancellation of Reliable Shares. At the Effective Date (i) each share of capital stock of Reliance then outstanding shall remain outstanding and unaffected by the merger and (ii) each share of capital stock of Reliable then outstanding shall be cancelled by virtue of the merger without any action on the part of Reliance or Reliable.

1.5. Consents and Approvals. Reliance and Reliable each agrees to do or cause to be done any and all such acts and things including the execution of any documents, obtaining of consents, waivers and approvals (including those relating to the qualification to do business), and the making of filings, as may be necessary or desirable in connection with consummation of the merger.

1.6. Directors and Officers. The directors and officers of Reliance on the Effective Date shall on that date and thereafter be the directors and officers of Reliance until their successors are elected and shall have qualified.

ARTICLE II

TERMINATION AND ABANDONMENT

2.1. This Agreement and the Merger may be terminated and abandoned at any time prior to the Effective Date by mutual action of the Boards of Directors of Reliance and Reliable, notwithstanding the approval of the stockholders of either Reliance or Reliable.

ARTICLE III

MISCELLANEOUS

3.1 Counterparts. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

3.2. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware.

3.3. Severability. In case one or more provisions contained in this Agreement shall be invalid, illegal or unenforceable in any respect under any applicable law, rule or regulation, the validity, legality and enforceability of the remaining provisions contained herein shall not be affected or impaired thereby.

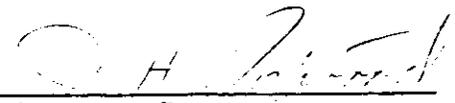
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

RELIANCE ELECTRIC COMPANY

(SEAL)

By 
Title: Vice President

Attest:


Title: Assistant Secretary

RELIABLE ELECTRIC COMPANY

(SEAL)

By 
Title: Vice President

Attest:


Title: Assistant Secretary

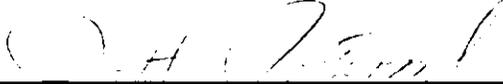
CERTIFICATE OF ASSISTANT SECRETARY

OF

RELIANCE ELECTRIC COMPANY

I, J. H. Portwood, Assistant Secretary of Reliance Electric Company, a Delaware corporation, do hereby certify that the Agreement and Plan of Merger dated June 29, 1981 to which this certificate is attached was approved by resolution of the Board of Directors of Reliance Electric Company by unanimous written action without a meeting dated June 29, 1981 signed by all Directors in accordance with the By-laws of Reliance Electric Company and, by reason of Section 251(f) of the General Corporation Law of the State of Delaware, was adopted by such action of such Board of Directors and that, as of the date of this certificate, the outstanding shares of Reliance Electric Company are such as to render such Section 251(f) applicable.

Witness my hand and the seal of Reliance Electric Company as of the 30th day of June, 1981.



J. H. Portwood, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
RELIABLE ELECTRIC COMPANY

I. L. J. Cass, Assistant Secretary of Reliable Electric Company, a corporation organized and existing under the laws of the State of Delaware, do hereby certify that the Agreement and Plan of Merger dated June 29, 1981 to which this certificate is attached was duly approved by resolution of the Board of Directors of Reliable Electric Company by unanimous written action without a meeting dated June 29, 1981, signed by all Directors in accordance with the By-laws of Reliable Electric Company and adopted by Reliance Electric Company as sole stockholder of Reliable Electric Company by consent in writing dated June 29, 1981, signed by a duly authorized officer of Reliance Electric Company in accordance with Section 228 of the General Corporation Law of the State of Delaware.

Witness my hand and the seal of Reliable Electric Company as of the 3rd day of June, 1981.



L. J. Cass, Assistant Secretary

IN WITNESS WHEREOF, this Agreement and Plan of Merger, having been approved by the Boards of Directors of Reliance Electric Company and Reliable Electric Company and having been adopted by resolution of the Board of Directors of Reliance Electric Company pursuant to Section 251(f) of the General Corporation Law of the State of Delaware and by the written consent of the sole stockholder of Reliable Electric Company pursuant to Section 228 of the General Corporation Law of the State of Delaware, has been signed by the Vice President of Reliance Electric Company and attested by the Assistant Secretary of Reliance Electric Company and had the seal of Reliance Electric Company affixed hereto as of the 30th day of June, 1981 and has been signed by the Vice President of Reliable Electric Company and attested by the Assistant Secretary of Reliable Electric Company and had the seal of Reliable Electric Company affixed hereto as of the 30th day of June, 1981.

RELiance ELECTRIC COMPANY

Attest:

By


Vice President



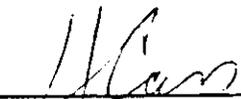
Assistant Secretary

RELIABLE ELECTRIC COMPANY

Attest:

By


Vice President



Assistant Secretary