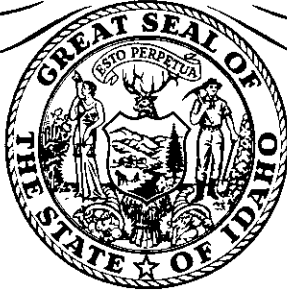


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

SANGAMO ELECTRIC COMPANY

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Fourteenth** day of **May** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Fourteenth** day of **May** 19 **64**, a designation of **W.C. Roden or T.H. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **14th** day of **May**, A.D. 19 **64**.

Secretary of State.

State of Delaware



Office of Secretary of State

I, Elisha C. Dukes, 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 Incorporation of "THE S-B CORPORATION", as received and
filed in this office the third day of September, A.D. 1958, at 10
o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this 21st day
of May in the year of our Lord
one thousand nine hundred and sixty-four.

Elisha C. Dukes

Secretary of State

Ass't Secretary of State

CERTIFICATE OF INCORPORATION

OF

THE S-E CORPORATION

FIRST. The name of the corporation is

THE S-E CORPORATION.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To manufacture, purchase or otherwise acquire, to design, invent or develop, to import or export, to lease, to sell, assign or otherwise dispose of, at wholesale, retail or otherwise, and generally deal in, meters, transformers, capacitors, condensers, switches, motors, recording devices and electric and electronic equipment of every kind and character and products of every other description; to similarly deal in all kinds of raw materials, semi-finished or finished materials, parts, supplies and products; to conduct research, experiments or investigations for development or improvement of materials, products or processes or for general purposes; to lease, own, operate, equip and maintain factories, plants and other facilities; and to lease or own all other real estate and personal property necessary or advisable

to carry on the business of the corporation.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of the corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation, domestic or foreign.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any shares of the capital stock, voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and any other securities, obligations, choses in action and evidences of indebtedness or interest, issued or created by any corporations,

joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To issue, purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be liberally construed, both as objects and powers; and the objects and purposes

specified therein shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is one hundred (100) shares of Common Stock of the par value of ten dollars (\$10.00) per share.

Each share of Common Stock shall entitle the holder thereof to one vote, in person or by proxy, at any and all meetings of the stockholders of the corporation, on all propositions before such meetings.

No stockholder, as such, shall have any pre-emptive right to subscribe for or purchase any additional shares of stock or securities convertible into or carrying warrants or options to acquire shares of stock of the corporation.

Any and all right, title, interest and claim in or to any dividends declared by the corporation, whether in cash, stock or otherwise, which are unclaimed by the stockholder entitled thereto for a period of six years after the close of business on the payment date, shall be and be deemed to be extinguished and abandoned; and such unclaimed dividends in the possession of the corporation, its transfer agents or other agents or depositories, shall at such time become the absolute property of the corporation, free and clear of any and all claims of any persons whatsoever.

FIFTH. The minimum amount of capital with which the corporation will commence business is one thousand dollars (\$1,000).

SIXTH. The names and places of residence of the incorporators are as follows:

<u>Name</u>	<u>Residence</u>
H. K. Webb	Wilmington, Delaware
H. C. Broadt	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter, amend or repeal the by-laws of the corporation; to issue, sell, grant options to purchase and dispose of shares of the authorized and previously unissued stock of any class of the corporation and shares of its outstanding stock of any class held in its treasury; to issue, sell and dispose of the bonds, debentures, notes and other obligations or evidences of indebtedness of the corporation, including bonds, debentures, notes and other obligations or evidences of indebtedness of the corporation convertible into stock of any class of the corporation; to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation including after-acquired property; to declare

and pay dividends on the stock of any class of the corporation; to set apart out of any of the funds of the corporation available for dividends or otherwise a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

To designate one or more committees, by resolution passed by a majority of the whole board, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it, and each committee shall have such name as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares

of stock in, and/or other securities of, any other corporation or corporations, as the board of directors shall deem expedient and for the best interests of the corporation.

To exercise all other corporate powers and to do all other acts and things as may be exercised or done by the corporation, subject, however, to the provisions of the statutes of the State of Delaware and of this Certificate of Incorporation and the by-laws of the corporation.

TENTH. The corporation may enter into contracts or transact business with one or more of its directors, or with any firm of which one or more of its directors are members or with any trust, firm, corporation or association in which any one or more of its directors is a stockholder, director or officer or otherwise interested, and any such contract or transaction shall not be invalidated in the absence of fraud because such director or directors have or may have interests therein which are or might be adverse to the interest of the corporation, even though the presence and/or vote of the director or directors having such adverse interest shall have been necessary to constitute a quorum and/or to obligate the corporation upon such contract or transaction; and no director having such adverse interest shall be liable to this corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized thereon.

ELEVENTH. Each director and each officer now or hereafter serving the corporation or, at the request of the corporation, any other corporation in which the corporation has an interest as stockholder or creditor, and his heirs, executors and administrators, shall be indemnified and held harmless by the corporation from and against all costs, expenses and liabilities, including but not limited to counsel fees and amounts of judgments and amounts paid in settlement, which may be imposed upon or incurred by him in connection with or resulting from any claim made against him or any action, suit or proceeding in which he may be involved, by reason of his being or having been a director or officer of the corporation or of any such other corporation, whether or not he continues to be a director or officer at the time such costs, expenses and liabilities are imposed or incurred; provided, however, that no such director or officer shall be so indemnified, (a) with respect to any matter as to which he shall, in any such action, suit or proceeding, be finally adjudged to be liable for misconduct in the performance of his duties as a director or officer, or (b) in the event of a settlement of any such claim, action, suit or proceeding unless (i) such settlement shall, with knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such claim, action, suit or proceeding or (ii) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the board of directors of the corporation, to the effect that there is no reasonable ground of liability for misconduct on the part of such director

or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall be in addition to any other rights to which such director or officer may otherwise be entitled as a matter of law.

TWELFTH. At the annual election of directors of the corporation to be held in 1959, the directors shall be divided into three classes, the classes to be as nearly equal in number as possible, the term of office of directors of the first class to expire at the first annual meeting of stockholders after their election, that of the second class to expire at the second annual meeting after their election, and that of the third class to expire at the third annual meeting after their election. At each annual election held after such classification in 1959, the directors chosen to succeed those whose terms expire shall be elected for a term expiring at the third succeeding annual meeting.

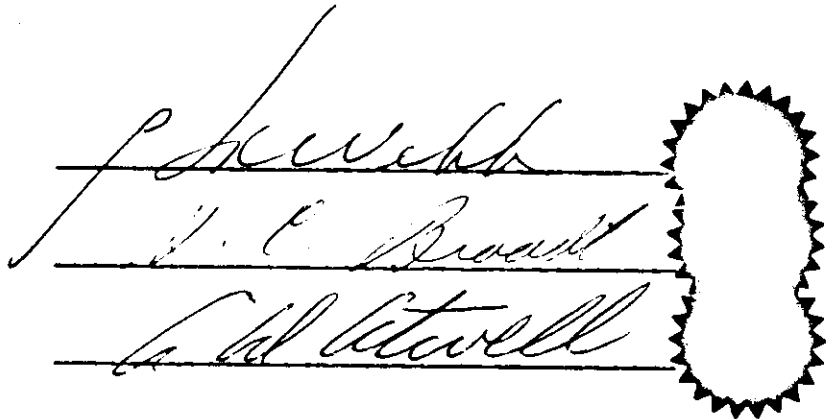
THIRTEENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for

this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

FOURTEENTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of this corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

FIFTEENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being all of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 2nd day of September, 1958.

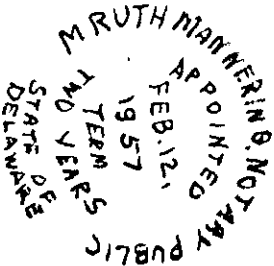

P. H. Webb
J. C. Broad
L. H. Atwell

STATE OF DELAWARE
COUNTY OF NEW CASTLE } SS:

BE IT REMEMBERED that on the 2nd day of September, 1958, personally came before me, a Notary Public for the State of Delaware, H. K. Webb, H. C. Broadt and A. D. Atwell, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

W. K. Webb
Notary Public



State of Delaware



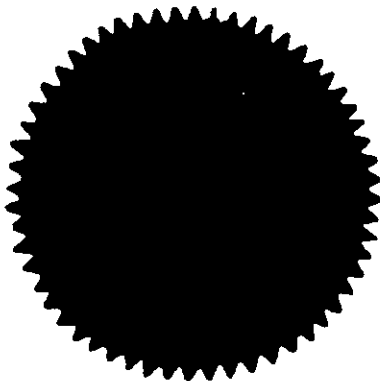
Office of Secretary of State.

J. Elisha C. Dukes, 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 Agreement or Merger between "THE S-4S CORPORATION", a corporation organized and existing under the laws of the State of Delaware and "SANGAMO ELECTRIC COMPANY", a corporation organized and existing under the laws of the State of Illinois, under the name of "SANGAMO ELECTRIC COMPANY", as received and filed in this office the second day of January, A.D. 1959, at 8:30 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ *10th* _____ *day*
of _____ *May* _____ *in the year of our Lord*
one thousand nine hundred and _____ *sixty-four.*



Elisha C. Dukes

Secretary of State

A. F. L. x

Asst Secretary of State

PLAN AND AGREEMENT OF MERGER

between

THE S-E CORPORATION

(a Delaware Corporation)

and

SANGAMO ELECTRIC COMPANY

(an Illinois Corporation)

THIS PLAN AND AGREEMENT OF MERGER made and entered into on the 15th day of September, 1958, by and between THE S-E CORPORATION, a Delaware corporation (hereinafter sometimes referred to as the "Delaware Corporation" or the "Surviving Corporation") and SANGAMO ELECTRIC COMPANY, an Illinois corporation (hereinafter sometimes referred to as the "Illinois Corporation"), said corporations being hereinafter sometimes referred to jointly as the "Constituent Corporations";

WITNESSETH :

WHEREAS, the Delaware Corporation is a corporation duly organized and existing under the laws of the State of Delaware, having its principal office in the State of Delaware at 100 West Tenth Street in the City of Wilmington; and

WHEREAS, the total number of shares of stock which the Delaware Corporation has authority to issue is 100 shares of Common Stock of the par value of \$10 per share each, of which 100 shares are now issued and outstanding; and

WHEREAS, the Illinois Corporation is a corporation duly organized and existing under the laws of the State of Illinois, having its principal office in the State of Illinois at Eleventh and Converse Streets in the City of Springfield; and

WHEREAS, the total number of shares which the Illinois Corporation has authority to issue is 1,250,000 shares divided into 50,000 Preferred Shares of the par value of \$50 per share and 1,200,000 Common Shares of the par value of \$10 each, of which 802,278 Common Shares are issued and outstanding; and

WHEREAS, the board of directors of the Delaware Corporation and the Illinois Corporation have deemed it advisable to merge, and have approved the merger of, the Illinois Corporation into the Delaware Corporation on the terms and conditions hereinafter set forth in accordance with the laws of the States of Delaware and Illinois which permit such merger;

Now, THEREFORE, in consideration of the premises and of the agreements, covenants and conditions hereinafter contained, the Delaware Corporation and the Illinois Corporation and a majority of their respective boards of directors have agreed and hereby agree, each with the other, as follows:

ARTICLE I

The Illinois Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with the laws of the States of Illinois and Delaware, by the Illinois Corporation merging into the Delaware Corporation which shall be the Surviving Corporation.

ARTICLE II

The Certificate of Incorporation of the Delaware Corporation is hereby amended:

(a) By striking out Article First in its entirety and substituting in lieu thereof a new Article First reading as follows:

"First. The name of the corporation is Sangamo Electric Company."

(b) By striking out only the first paragraph of Article Fourth and substituting in lieu of said paragraph the following paragraphs:

"Fourth. The total number of shares of stock which the Corporation shall have authority to issue is one million two hundred thousand (1,200,000) shares of Common Stock of the par value of ten dollars (\$10) per share."

The Certificate of Incorporation of the Delaware corporation, as hereinabove amended, shall constitute the composite Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law, and is set forth in Exhibit A hereto and made a part of this Plan and Agreement of Merger with the same force and effect as if set forth in full herein. The Certificate of Incorporation as set forth in said Exhibit A and separate and apart from this Plan and Agreement of Merger may be certified separately as the Certificate of Incorporation of the Surviving Corporation.

ARTICLE III

Upon the merger becoming effective in accordance with the laws of the States of Delaware and Illinois:

1. The Constituent Corporations shall be a single corporation, which shall be the Delaware Corporation as the Surviving Corporation, and the separate existence of the Illinois Corporation shall cease except to the extent provided by the laws of the State of Illinois in the case of a corporation after its merger into another corporation.

2. The Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every

other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert nor be in any way impaired by reason of the merger.

3. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4. The 100 shares of Common Stock of the Delaware Corporation now owned and held by the Illinois Corporation shall be cancelled and no shares of stock of the Delaware Corporation shall be issued in respect thereof, and the capital account of the Delaware Corporation shall be deemed to be reduced by the amount of \$1,000, the amount represented by said 100 shares.

5. Each of the issued and outstanding Common Shares of the Illinois Corporation of the par value of \$10 per share, shall be and become converted by virtue of the merger and without any action on the part of the holder of such share, into one full paid and non-assessable share of Common Stock of the Surviving Corporation of the par value of \$10 per share. Certificates theretofore representing Common Shares of the Illinois Corporation which shall have been converted as aforesaid shall automatically become certificates representing the same number of shares of Common Stock, \$10 par value of the Surviving Corporation.

6. There shall be allocated to capital account of the Surviving Corporation the sum of \$10.00 for each share, being the par value thereof, of Common Stock of the Surviving Corporation required to be issued by the Surviving Corporation for Common Shares of the Illinois Corporation, and the remainder of stockholders' equity in the Surviving Corporation shall be surplus.

7. Shares of Common Stock of the Surviving Corporation shall be reserved for issuance, in lieu of Common Shares of the Illinois Corporation, under the Restricted Stock Option Plan as amended, of the Illinois Corporation and the Options then and thereafter outstanding thereunder.

8. The loan agreement dated August 8, 1956, between New York Life Insurance Company and the Illinois Corporation, the bank loan agreement dated April 28, 1958, between the Illinois Corporation and certain banks named therein, the Retirement Annuity Plan dated September 1, 1938, as amended, the Retirement Wage Plan adopted June 4, 1945, as amended, the Employee Stock Option Plan, the Employee Stock Purchase Plan and all and any other plans, agreements or arrangements of the Illinois Corporation in effect on the effective date of the merger, shall be effective in respect of and binding upon the Surviving Corporation and shall remain in effect as to the persons who would have been covered thereby in the absence of the merger contemplated hereby.

9. The By-Laws of the Delaware Corporation as existing and constituted immediately prior to the merger becoming effective shall be and constitute the By-Laws of the Surviving Corporation.

10. The directors and the officers of the Illinois Corporation immediately prior to the merger becoming effective shall be and constitute the directors and the officers of the Surviving Corporation.

ARTICLE IV

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Illinois Corporation, the proper officers and directors of the Illinois Corporation shall, and will, execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE V

This Plan and Agreement of Merger shall be submitted to the shareholders and stockholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders and stockholders of each of the Constituent Corporations in accordance with the laws of the States of Illinois and Delaware, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the laws of the States of Illinois and Delaware.

ARTICLE VI

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by the Illinois Corporation by appropriate resolution of its board of directors at any time prior to the merger becoming effective.

IN WITNESS WHEREOF, the Delaware Corporation and the Illinois Corporation have severally caused this Plan and Agreement of Merger to be executed in their corporate names and under their corporate seals by their officers thereunto duly authorized and a majority of the directors of each of said corporations have hereunto set their hands, all as of the day and year first above written.

The S E. Corporation
Corporate Seal
Springfield, Illinois

THE S-E CORPORATION
(a Delaware corporation)

By

C. L. Clark
Vice President

~~(Corporate Seal)~~

ATTEST:

H. C. Chambers
Asst. Secretary

C. L. Clark
Charles E. Pitts, Jr.
John M. Clark

A majority of the directors of
THE S-E CORPORATION
(a Delaware corporation)



SANGAMO ELECTRIC COMPANY
(an Illinois corporation)

By C. H. Lanphier
..... President

(Corporate Seal)

ATTEST:

D. C. Blanchard
..... Secretary

C. H. Lanphier

C. L. Clark

R. C. Lanphier

O. S. Funk

H. L. ...

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A majority of the directors of
SANGAMO ELECTRIC COMPANY
(an Illinois corporation)

The undersigned, H. C. CHAMBERS, Assistant Secretary of THE S-E CORPORATION, a Delaware corporation, hereby certifies that the foregoing Plan and Agreement of Merger has been duly adopted by the written consent of the sole stockholder of said corporation representing all of the outstanding capital stock of said corporation.

Witness my hand and seal of said THE S-E CORPORATION on this 3rd day of December, 1958.

The S. E. Corporation
Corporate Seal
Springfield, Illinois

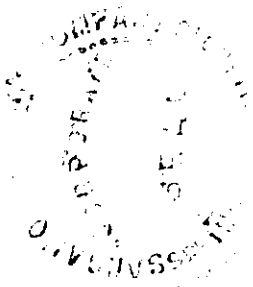
H. C. Chambers
Asst. Secretary

The undersigned, D. C. BLANCHARD, Secretary of SANGAMO ELECTRIC COMPANY, an Illinois corporation, hereby certifies that the foregoing Plan and Agreement of Merger has been duly adopted by the stockholders of said corporation representing two-thirds of the total number of outstanding shares of capital stock of said corporation.

Witness my hand and seal of said SANGAMO ELECTRIC COMPANY on this 3rd day of December, 1958.

~~(Corporate Seal)~~

D. C. Blanchard
Secretary

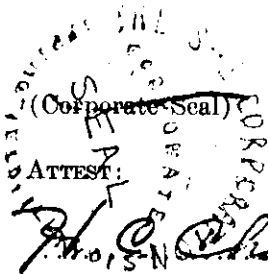


The foregoing Plan and Agreement of Merger, duly adopted by THE S-E CORPORATION, a Delaware corporation, and SANGAMO ELECTRIC COMPANY, an Illinois corporation, is hereby duly executed by said corporations.

IN WITNESS WHEREOF, THE S-E CORPORATION, a Delaware corporation, and SANGAMO ELECTRIC COMPANY, an Illinois corporation, have severally caused the foregoing Plan and Agreement of Merger to be executed in their corporate names and under their corporate seals by their officers thereunto duly authorized, all on the 3rd day of December, 1958.

THE S-E CORPORATION
(a Delaware corporation)

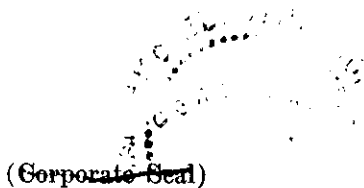
By C. H. Lempinen
President



H. C. Chambers
Asst. Secretary

SANGAMO ELECTRIC COMPANY
(an Illinois corporation)

By C. H. Lempinen
President



ATTEST:

D. C. Blanchard
Secretary

STATE OF ILLINOIS }
COUNTY OF SANGAMON } ss.

BE IT REMEMBERED that on this 3rd day of December, 1958, before me, a Notary Public in and for the county and state aforesaid, personally came *W. H. [unclear]* President of THE S-E CORPORATION, a corporation of the State of Delaware, party to the foregoing Plan and Agreement of Merger, and *H. C. [unclear]* Secretary of said corporation, known to me personally to be such, and severally acknowledged that said Plan and Agreement of Merger is the act, deed and agreement of said corporation, that as said President and *[unclear]* Secretary of said corporation they duly executed, in their own handwriting and under the corporate seal, said Plan and Agreement of Merger, being duly authorized so to do, and that the seal affixed to said Plan and Agreement of Merger is the common corporate seal of said corporation.

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

(~~Notarial Seal~~)

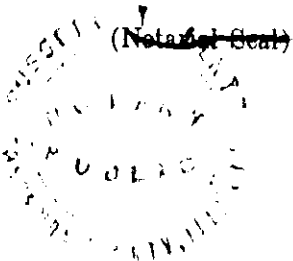
[Signature]
Notary Public

STATE OF ILLINOIS }
COUNTY OF SANGAMON } ss.

BE IT REMEMBERED that on this 3rd day of December, 1958, before me, a Notary Public in and for the county and state aforesaid, personally came
..... President of SANGAMO ELECTRIC COMPANY, a corporation of the State of Illinois, party to the foregoing Plan and Agreement of Merger, and
..... Secretary of said corporation, known to me personally to be such, and severally acknowledged that said Plan and Agreement of Merger is the act, deed and agreement of said corporation, that as said President and Secretary of said corporation they duly executed, in their own handwriting and under the corporate seal, said Plan and Agreement of Merger, being duly authorized so to do, and that the seal affixed to said Plan and Agreement of Merger is the common corporate seal of said corporation.

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

.....
Notary Public



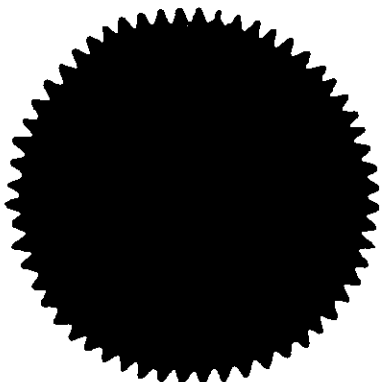
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, 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 "SANGAMO ELECTRIC COMPANY", as received
and filed in this office the fourteenth day of April, A.D. 1960, at
10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this 14th day
of May in the year of our Lord
one thousand nine hundred and sixty-four.



Elisha C. Dukes

Secretary of State

J. L. ...

Asst. Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

Sangamo Electric Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Sangamo Electric Company, held March 2, 1960, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the first paragraph of Article Fourth of the Certificate of Incorporation of the Company be amended to read as follows -

'Fourth. The total number of shares of stock which the Corporation shall have authority to issue is Three Million (3,000,000) shares of Common Stock of the par value of Five Dollars (\$5.00) per share.'

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation

Law of the State of Delaware.

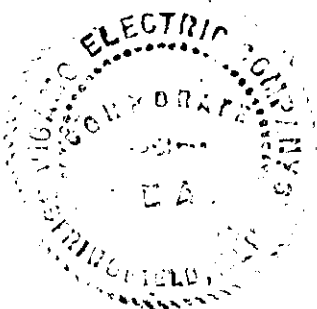
FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Sangamo Electric Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by C. L. Clark its Vice President, and D. C. Blanchard, its Secretary, this fourth day of April, 1960.

SANGAMO ELECTRIC COMPANY

By C. L. Clark
Vice President

By D. C. Blanchard
Secretary

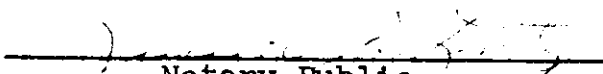


(CORPORATE SEAL)

STATE OF ILLINOIS)
) ss:
COUNTY OF SANGAMON)

BE IT REMEMBERED that on this fourth day of April,
A. D. 1960, personally came before me a Notary Public in and for
the County and State aforesaid, C. L. Clark, Vice President of
Sangamo Electric Company, a corporation of the State of Delaware,
the corporation described in and which executed the foregoing
certificate, known to me personally to be such, and he, the said
C. L. Clark as such Vice President, duly executed said certificate
before me and acknowledged the said certificate to be his act
and deed and the act and deed of said corporation; that the sig-
natures of the said Vice President and of the Secretary of said
corporation to said foregoing certificate are in the handwriting
of the said Vice President and Secretary of said corporation
respectively, and that the seal affixed to said certificate is
the common or corporate seal of said corporation.

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



Notary Public

