

State of Idaho

Department of State.

CERTIFICATE OF WITHDRAWAL OF

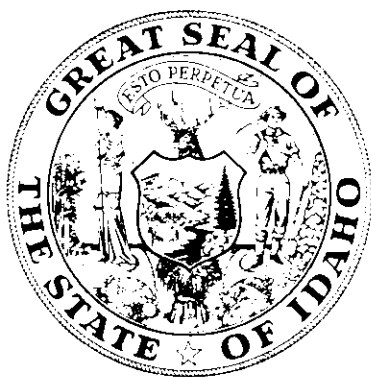
MIDLAND INDUSTRIAL ELECTRIC CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MIDLAND INDUSTRIAL ELECTRIC CO.

_____ for a Certificate of Withdrawal from 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated March 29, 19 33.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the 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:

1. The name of the corporation is MIDLAND INDUSTRIAL ELECTRIC CO.
_____. The name which it used in Idaho is Same
_____.
2. It is incorporated under the laws of California.
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 that may be mailed is c/o Davy Inc.
6200 Oak Tree Blvd., Independence, Ohio 44131. Attention: General Counsel
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 _____

T. B. Mitchell

Its Vice President

And _____

W. C. Parkes

Its Assistant Secretary

STATE OF Ohio)

) ss:

COUNTY OF Cuyahoga)

I, Dorothy Mlinac, a notary public, do hereby certify that on this
23rd day of March, 1983, personally appeared
before me T. B. Mitchell, who being by me first duly sworn,
declared that he is the Vice President of
Midland Industrial Electric Co.

that he signed the foregoing document as Vice President of the corporation and
that the statements therein contained are true.

DOROTHY MLINAC
Notary Public, State of Ohio - Cuya. Cty.
My Commission Expires Feb. 20, 1987

Dorothy Mlinac
Notary Public