

CERTIFICATE OF AUTHORITY
OF

GOULDS PUMPS, INCORPORATED

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

Dated April 12, 1985



SECRETARY OF STATE

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 GOULDS PUMPS, INCORPORATED
2. *The name which it shall use in Idaho is GOULDS PUMPS, INCORPORATED
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is March 5, 1984 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 c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange St., Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5 240 Fall Street, Seneca Falls, NY 13148
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 CT CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
See Attached Rider

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

Name	Office	Address
	See Attached Rider	

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
30,000,000	Common	\$ 1.00
750,000	Preferred	\$20.00

(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
17,583,000	Common	\$ 1.00

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 certificate of corporate existence or status, issued by the proper officer of the state or country of incorporation. (The certificate should not be over 90 days old)

Dated 3/29, 19 85.

GOULDS PUMPS, INCORPORATED

By Coleman J. Connell

Its Vice President

and

Eugene B. Bradshaw

Its Secretary

STATE OF New York)

) ss:

COUNTY OF Seneca)

I, Jeanette A. Rector, a notary public, do hereby certify that on this 29th day of March, 19 85, personally appeared before me Coleman J. Connell, who being by me first duly sworn, declared that he is the Vice President of GOULDS PUMPS, INCORPORATED.

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

JEANETTE A. RECTOR
Notary Public in the State of New York
Ontario County No. 35-0577010
My Commission Expires March 30, 1987

Jeanette A. Rector
Notary Public

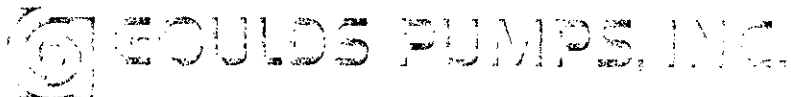
*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

JEANETTE A. RECTOR
Notary Public in the State of New York
Ontario County No. 35-0577010
My Commission Expires March 30, 1987

R I D E R

The manufacture of pumps, machines of all kinds or any implement, invention, contrivance or machine now in use or hereafter invented or manufactured to be used in connection with agriculture or any of the various mechanic or household arts or manufactures.

To engage in any or all lawful acts or activity for which corporations may be organized.



240 Fall Street
Seneca Falls, New York 13148 USA
315-568-2811
TELEX 937-290: Answerack GOULDSPUMPS SEFS
Cable GOULDSPUMP

SCHEDULE OF OFFICERS AND DIRECTORS

Stephen V. Ardia	President & C.O.O.	The Lane, West Lake Road Skaneateles, New York 13152
Forrest E. Behm	Director	3 Briarcliff, Corning, NY 14830
Eugene B. Bradshaw	Vice President & Secretary	86 Cayuga St., Seneca Falls, N. Y. 13148
Coleman J. Connell	Vice President & Director	96 State St., Seneca Falls, N. Y. 13148
John M. Dailey	Assistant Treasurer	262 Commodore Parkway Rochester, N. Y. 14625
William W. Goessel	Director	8135 N Range Line Rd. River Hills, WI 53209
Melvin Howard	Director	42 Red Coat Rd., Westport CT 06880
H. Russel Lemcke	Vice President	69 Cayuga St., Seneca Falls, N. Y. 13148
Charles A. Macaluso	Vice President & Director	2891 Route 89, Seneca Falls, N. Y. 13148
John C. Meyers, Jr.	Director	P. O. Box 85, Baldwinsville, N. Y. 13027
James A. Nelson	Vice President	508 Panorama Trail Rochester, N. Y. 14625
Peter Oddleifson	Director	166 Superior Rd., Rochester, N. Y.
Clinton L. Reeser	Director	5 Bradley Ave., Seneca Falls, N. Y. 13148
Arthur M. Richardson	Director	44 Greylick Ridge, Pittsford, N. Y. 14534
Brien B. Rogers	Vice President	4990 Rte 89, Seneca Falls, N. Y. 13148

Harvey O. Simmons, III	Assistant Secretary	38 West Lake Street, Skaneateles, N. Y. 13152
Robert L. Tarnow	Chairman of Board & C.E.O.	102 Troy St., Seneca Falls, N. Y. 13148

All Officers and Directors are elected on an annual term basis, annually on the third Wednesday in April.

4/02/85
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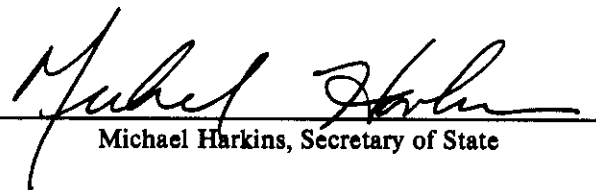


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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY GOULDS PUMPS, INCORPORATED IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 10466766

DATE: 03/28/1985

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