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State of New Jersey

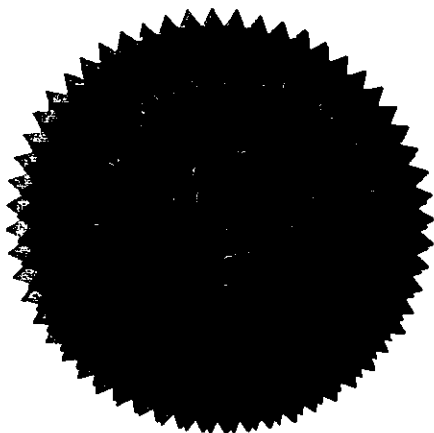


Department of State

I, the Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of Certificate of Merger of INTERNATIONAL TELEPRINTER CORPORATION and WESTERN PUMP COMPANY into THE SINGER COMPANY

_____ and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the 24th day of March A.D. 1975, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal at Trenton, this 9th day of April A.D. 19 75



F. Joseph Curran

Assistant Secretary of State.

CERTIFICATE OF MERGER
OF
INTERNATIONAL TELEPRINTER CORPORATION
AND
WESTERN PUMP COMPANY
INTO
THE SINGER COMPANY

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Title 14A of the Revised Statutes of New Jersey, the undersigned corporation hereby executes the following Certificate of Merger:

1. (a) THE SINGER COMPANY, a corporation organized and existing under the laws of the State of New Jersey and owning all of the outstanding shares of the stock of INTERNATIONAL TELEPRINTER CORPORATION, its subsidiary corporation organized and existing under the laws of the State of Delaware, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state, hereby agrees to the merger of said subsidiary corporation into THE SINGER COMPANY, which is hereinafter designated as the surviving corporation.

(b) THE SINGER COMPANY, a corporation organized and existing under the laws of the State of New Jersey and owning all of the outstanding shares of the stock of WESTERN PUMP COMPANY, its subsidiary corporation organized and existing under the laws of the State of California, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state, hereby agrees to the merger of said subsidiary corporation into THE SINGER COMPANY, which is hereinafter designated as the surviving corporation.

2. The Plan of Merger, attached hereto, was approved by the Board of Directors of the undersigned corporation.

3. The authorized capital stock of the survivor is:

<u>Class</u>	<u>No. of Shares</u>	<u>Series</u>	<u>Par Value</u>
Common	25,000,000	--	\$10
Preferred	3,500,000	as designated	No Par Value

4. The name and address of the Registered Agent and Registered Office of the survivor are:

Nicholas J. Mercadante
321 First Street
Elizabeth, New Jersey 07207

5. The number of outstanding shares of each class and series of the subsidiary corporations which are a party to the merger and the number of such shares of each class and series owned by the parent corporation are as follows:

<u>Name of Subsidiary</u>	<u>Class</u>	<u>Series</u>	<u>No. of Shares Outstanding</u>	<u>No. of Shares Owned By Parent</u>
International Teleprinter Corporation	Capital	--	1,026,000	1,026,000
Western Pump Company	Common	--	322	322

6. The effective date of this Certificate shall be the close of business on April 5, 1975.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed by its Vice President as of the 14th day of March, 1975.

THE SINGER COMPANY

By *Chester A. Williams, Jr.*
Chester A. Williams, Jr.
Vice President

PLAN OF MERGER

OF

INTERNATIONAL TELEPRINTER CORPORATION
(a Delaware corporation)

AND

WESTERN PUMP COMPANY
(a California corporation)

INTO

THE SINGER COMPANY
(a New Jersey corporation)

1. The names of the corporations proposing to merge are INTERNATIONAL TELEPRINTER CORPORATION, a Delaware corporation, WESTERN PUMP COMPANY, a California corporation, and THE SINGER COMPANY, a New Jersey corporation; the name of the surviving corporation to be effected by the merger is THE SINGER COMPANY, a New Jersey corporation.
2. The terms and conditions of the proposed mergers are as follows:
 - (a) Effective at the close of business on April 5, 1975, INTERNATIONAL TELEPRINTER CORPORATION, a Delaware corporation, being a wholly-owned subsidiary of THE SINGER COMPANY, a New Jersey corporation, will be merged into THE SINGER COMPANY. The Certificate of Incorporation of the surviving corporation, THE SINGER COMPANY, will not be amended as a result of said merger.
 - (b) Effective at the close of business on April 5, 1975, WESTERN PUMP COMPANY, a California corporation, being a wholly-owned subsidiary of THE SINGER COMPANY, a New Jersey corporation, will be merged into THE SINGER COMPANY. The Certificate of Incorporation of the surviving corporation, THE SINGER COMPANY, will not be amended as a result of said merger.

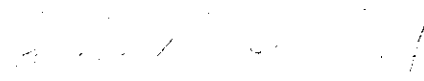
- (c) Effective upon the mergers as set forth aforesaid all assets of the merged corporations will vest in the surviving corporation and the surviving corporation will assume all obligations of the merged corporations.
3. Pursuant to said mergers of said wholly-owned subsidiaries, namely, INTERNATIONAL TELEPRINTER CORPORATION and WESTERN PUMP COMPANY into THE SINGER COMPANY, all of the outstanding shares of said merged corporations will be cancelled and no new shares will be issued as a result of said mergers.

IN WITNESS WHEREOF, THE SINGER COMPANY has caused this Plan of Merger to be executed by its Vice President and attested by its Assistant Secretary this 14th day of March, 1975.

THE SINGER COMPANY


Vice President

ATTEST:


Assistant Secretary