

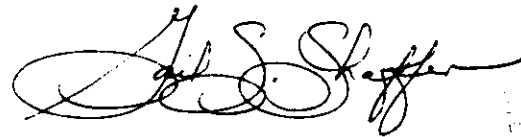
State of New York }
Department of State } ss.:

5861

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JAN 30 1984



Secretary of State

D.C.

D.C.

8048974

CERTIFICATE

OF

MERGER

OF

MORRIS PUMPS, INC.

WITH AND INTO

GOULDS PUMPS, INCORPORATED

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Vincent A. Napolitano and Eugene B. Bradshaw, President and Secretary, respectively, of Goulds Pumps, Incorporated, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certify as follows:

1. (a) The names of the constituent corporations are Goulds Pumps, Incorporated and Morris Pumps, Incorporated, and the names under which these corporations were formed are Downs & Co.'s Manufacturing Company and Morris Machine Works, respectively.

(b) The name of the surviving corporation shall be Goulds Pumps, Incorporated.

2. As to each subsidiary corporation, the designation and number of outstanding shares of each class and series and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares of Each Class or Series</u>	<u>Number of Shares Owned by Survivor</u>
Morris Pumps, Inc.	Common Stock, Par Value \$1 per share, 1000 shares	1000

3. The merger shall be effective on the 31st day of December, 1963.

4. (a) The Certificate of Incorporation of Goulds Pumps,

Representative, and others, in the Department of the Interior, and the
Bureau of Land Management.

On the 10th day of March, 1904, the following was received from
the Bureau of Land Management:

5. The Office of the Surveyor General, the Bureau of Land Management,
Santa Fe, N. M., the following, regarding the same:

IN THE MATTER OF THE ESTATE OF THE DECEASED, the undersigned, the
Surveyor General, N. M., and the undersigned, the Surveyor General,
the undersigned of the same.

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~~_____~~
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FILED

U.C.

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① 11-50-1422-71

Grounding

17220-4

Machine works

1/13/1892

132-13

44,590 P. 25.

11-18

12/31/1893

1/21/1864

9-16

② 11-3-1894

San Francisco, Lucerne

11-28-1894

27-1894

11-21-1894

③

11-21-1894

11-21-1894