

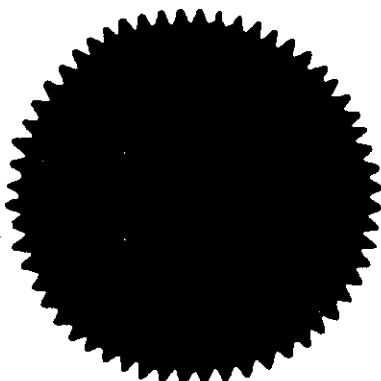
State of Delaware



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 Certificate of Incorporation of the
"HONEYWELL INC.", as received and filed in this office the
twenty-ninth day of April, A.D. 1964, at 8:30 o'clock A.M.

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



Elisha C. Dukes

Secretary of State

J. Folger

Asst. Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HONEYWELL INC.

(Incorporated in Delaware January 20, 1964)

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

We, the undersigned, W. F. Marquart and James F. Meeker, the President and the Secretary, respectively, of Honeywell Inc., a corporation incorporated under the General Corporation Law of the State of Delaware on January 20, 1964 (hereinafter sometimes called the Corporation), hereby certify as follows:

1. The Certificate of Incorporation of the Corporation shall be amended by changing the name of the Corporation from "Honeywell Inc." to "Minneapolis-Honeywell Regulator Company, Inc."; said amendment to be effected by amending Article FIRST of said Certificate of Incorporation to read as follows:

"FIRST: The name of the corporation (hereinafter called the Corporation) is:

MINNEAPOLIS-HONEYWELL REGULATOR COMPANY, INC."

2. The holder of all of the stock of the Corporation outstanding and entitled to vote on said amendment has given its written consent to said amendment in accordance with Section 228 of the General Corporation Law of the State of Delaware. Said amendment has been duly adopted in accordance with Section 242 of said General Corporation Law and in accordance with the Certificate of Incorporation of the Corporation.

IN WITNESS WHEREOF, this Certificate has been made under the seal of said Honeywell Inc. and has been signed by the undersigned, said W. F. Marquart and said James F. Meeker, the President and the Secretary, respectively, of the Corporation, this 28th day of April, 1964.

HONEYWELL INC.
CORPORATE SEAL
1964 DELAWARE

W. F. MARQUART President

JAMES F. MEEKER Secretary

STATE OF MINNESOTA)
COUNTY OF HENNEPIN) SS:

BE IT REMEMBERED that on the 28th day of April, 1964, personally came before me, Robert J. Struyk, a Notary Public in and for the County and State aforesaid, W. F. Marquart, President of Honeywell Inc., a Delaware corporation, the Corporation described in the foregoing Certificate and on behalf of which said Certificate was made, known to me personally to be such President, and said W. F. Marquart, as such President, duly signed said Certificate before me and acknowledged said Certificate to be his act and deed and the act and deed of said Corporation; that the signatures of said President and of said Secretary of said Corporation to said Certificate are in the handwriting of W. F. Marquart, as President, and of James F. Meeker, as Secretary, of said Corporation, respectively; that the seal affixed to said Certificate is the corporate seal of said Corporation; and that said Certificate was sealed, executed, acknowledged and delivered pursuant to due authority of the Board of Directors and the sole stockholder of said Corporation.

Given under my hand and seal the day and year last aforesaid.

ROBERT J. STRUYK
Notary Public

NOTARIAL SEAL
L'ETOILE DU NORD
HENNEPIN CO., MINN.

ROBERT J. STRUYK
Notary Public, Hennepin County, Minn.
My Commission Expires Oct. 27, 1970.