

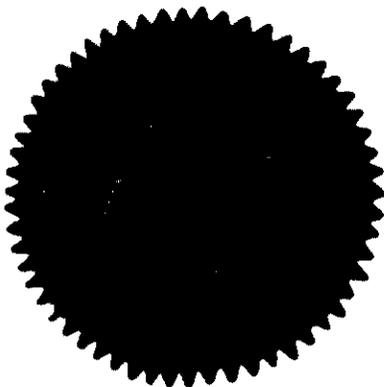
State of Delaware



Office of Secretary of State

I, Robert H. Reed, 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 Ownership of the "J.I. CASE COMPANY", a corporation organized and
existing under the laws of the State of Delaware, merging "DAVIS MANUFACTURING,
INC.", a corporation organized and existing under the laws of the State of Kansas,
pursuant to Section 253 of the General Corporation Law of the State of Delaware, as
received and filed in this office the thirtieth day of April, A.D. 1973, at 10 o'clock
A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ *first* _____ *day*
of _____ *June* _____ *in the year of our Lord*
one thousand nine hundred and _____ *seventy-three.*



Robert H. Reed

Secretary of State

M. Bidder

Ass't Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DAVIS MANUFACTURING, INC.

INTO

J. I. CASE COMPANY

* * * * *

J. I. Case Company, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 15th day of June, 1970, pursuant to the Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of each class of the stock of Davis Manufacturing, Inc., a corporation incorporated on the 5th day of December, 1958, pursuant to the General Corporation Code of the State of Kansas.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members of its Executive Committee, filed with the minutes of the board on the 20th day of March, 1973, determined to and did merge into itself said Davis Manufacturing, Inc.:

RESOLVED, that the following Plan of Merger be, and it hereby is, adopted:

Pursuant to Section 253 of the Delaware Statutes the Board of Directors of J. I. Case Company, a Delaware corporation, adopts the following Plan of Merger for the merger of its wholly-owned subsidiary, Davis Manufacturing, Inc., a Kansas corporation, into J. I. Case Company:

A. The name of the subsidiary corporation is Davis Manufacturing, Inc. (DAVIS), which has its principal office and place of business

at P.O. Box 1801, Wichita, Kansas 67201. The name of the corporation which owns 100% of the outstanding capital stock of DAVIS is J. I. Case Company (CASE), a Delaware corporation, which has its principal office and place of business at 700 State Street, Racine, Wisconsin 53404, which shall be the surviving corporation.

B. The terms and conditions of the merger are as follows:

(1) On May 1, 1973, all assets and rights of DAVIS shall be transferred to CASE, subject to all liabilities and obligations of DAVIS, which CASE shall assume, including, but not limited to the obligations of DAVIS under the Note Purchase Agreement dated November 1, 1967, as amended, with The Prudential Insurance Company of America, in complete cancellation of all of the capital stock of DAVIS.

(2) All capital stock of DAVIS shall be completely cancelled on May 1, 1973, and no additional capital stock or other securities or obligations of DAVIS shall be issued in connection with the merger. CASE shall be the surviving corporation.

C. The appropriate officers of CASE and DAVIS shall take all acts and execute and deliver all documents necessary to accomplish this Plan of Merger effective May 1, 1973, including the filing and recording of Certificate of Ownership and Merger as required by law.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the Board of Directors of J. I. Case Company at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said J. I. Case Company has caused this certificate to be signed by J. K. Green, its Vice President, and attested by David B. Falstad, its Assistant Secretary, this 20th day of MARCH, 1973.

J. I. Case Company

By J. K. Green
J. K. Green, Vice President

CORPORATE SEAL

ATTEST:

By David B. Falstad
David B. Falstad, Assistant Secretary