



CERTIFICATE OF AUTHORITY

OF

LAMSON CORPORATION

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

Dated January 19th, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

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:

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1. The name of the corporation is LAMSON CORPORATION

SECRETARY OF
STATE

2. *The name which it shall use in Idaho is N/A

3. It is incorporated under the laws of the State of New York

4. The date of its incorporation is September 25, 1980 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 Lamson Street, Syracuse, New York 13206

6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: sale and installation of material handling systems

8. The names and respective addresses of its directors and officers are: see attached schedule.

Name	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. 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
<u>1,950,000</u>	<u>Common</u>	<u>\$.01</u>
<u>50,000</u>	<u>A</u>	<u>\$.01</u>
<u>N.A.</u>	_____	_____

(continued on reverse)

10. 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
<u>25,000</u>	<u>Common</u>	<u>\$ 0.01</u>
<u>50,000</u>	<u>A</u>	<u>\$ 0.01</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 18, 1980

By

LAMSON CORPORATION

Paul Mishkin

Its Vice-President

and

William M. Sharpless

Its Assistant - Secretary

STATE OF NEW YORK)

) ss:

COUNTY OF NEW YORK)

I, Bertrand J. Delanney, a notary public, do hereby certify that on this 18th day of December, 1980, personally appeared before me Paul Mishkin, who being by me first duly sworn, declared that he is the Vice-President of LAMSON CORPORATION

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

Bertrand J. Delanney
Notary Public

Bertrand J. Delanney

*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.

BERTRAND J. DELANNEY
NOTARY PUBLIC, State of New York
No. 31-4699515
Qualified in New York County
Term Expires March 30, 1981

Schedule to State of Idaho
Application for Certificate
of
Authority of Lamson Corporation

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

Directors:

Address:

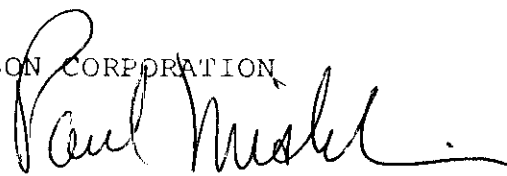
- | | |
|--------------------------|---|
| (i) Mr. Jacques Lepage | 52 Rue Marius-Aufan
92300 Levallois-Pettet, France |
| (ii) Mr. Noel Lepage | 52 Rue Marius-Aufan
92300 Levallois-Pettet, France |
| (iii) Paul Mishkin, Esq. | 1 Rockefeller Plaza
New York, NY 10020 |

Officers:

- | | |
|--|---|
| (i) President Mr. Jacques Lepage
Mr. Jacques Lepage | 52 Rue Marius Aufan
92300 Levallois-Perret, France |
| (ii) Executive Vice President
Mr. Edward C. Doyle | 20 Lyndon Road
Fayetteville, NY 13066 |
| (iii) Vice President
Mr. Noel Lepage | 52 Rue Marius Aufan
92300 Levallois-Perret, France |
| (iv) Vice President-Treasurer
Mr. David J. Dillon | 4060 Winterpark Drive
Liverpool, NY 13088 |
| (v) Vice President
Paul Mishkin, Esq. | 1 Rockefeller Plaza
New York, NY 10020 |
| (vi) Secretary
Paul Mishkin, Esq. | 1 Rockefeller Plaza
New York, NY 10020 |
| (vii) Assistant Secretary
William M. Sharpless | 1 Rockefeller Plaza
New York, NY 10020 |

LAMSON CORPORATION

By


Paul Mishkin, Vice President
and Secretary

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

52881

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 NOV 26 1980

Basil G. Paterson

Secretary of State

G020-504 (12/78)

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RESTATED CERTIFICATE OF INCORPORATION

OF

LAMSON CORPORATION

SECRETARY OF
STATE

(Under Section 807 of the Business Corporation Law)

4700283

IT IS HEREBY CERTIFIED THAT:

- (1) The name of the corporation is LAMSON CORPORATION.
- (2) The certificate of incorporation was filed by the department of state on the 25th day of September, 1980.
- (3) This restatement of the certificate of incorporation was authorized by resolution of the board of directors of Lamson Corporation dated October 11, 1980.
- (4) The text of the certificate of incorporation, as amended heretofore, is hereby restated, without further amendment or change, to read in its entirety as follows:

RESTATED CERTIFICATE OF INCORPORATION

OF

LAMSON CORPORATION

(Under Section 807 of the Business Corporation Law)

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FIRST: The name of the corporation is LAMSON CORPORATION, hereinafter sometimes called the "Corporation".

SECOND: The purposes for which the Corporation is formed are as follows:

(a) To manufacture, deal in, buy, sell, import, export, install and dispose of all products related to material handling systems of all kinds, including commercial conveyer systems, industrial conveyer systems, pallet loading systems, pneumatic tube systems and all other material handling systems, including the preparation of lay-outs, plans and specifications for the construction and installation thereof, the preparation of cost estimates and the submission of bids in connection therewith, the supervision of the construction and installation thereof, the conduct of all electrical and mechanical business related thereto, and the buying, selling, dealing in all machinery, equipment, fixtures and things necessary and incidental to the carrying on of the aforesaid purposes.

(b) To manufacture, buy, sell, import, export, install, dispose of and generally deal in tubes, control panels, material and other devices and equipment comprising material handling systems and other merchandise, machinery, commodities and articles of commerce of any and every class and description.

(c) To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications for them, licenses, formulas, privileges, processes, copyrights and applica-

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tions thereof, and applications for
and trade names and applications for

(d) To acquire, hold, use, develop, mine, manage, operate lease, deal in and dispose of, in any manner whatsoever, both improved and unimproved real property and any interests therein wherever situated; and to improve the same for purposes of sale or otherwise.

(e) To subscribe for, underwrite, acquire, hold, use, deal in and dispose of, in any manner whatsoever, any securities created or issued by any person, corporation or governmental agency.

(f) To such extent as a corporation organized under the Business Corporation Law of the State of New York may now or hereafter lawfully do, to do each and every thing necessary, suitable, convenient or proper for, or in connection with, or incidental to, the accomplishment or any one or more of the powers herein enumerated, or designed directly or indirectly to promote the interests of the Corporation to enhance the value of any of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges for which a corporation may now or hereafter be organized under the Business Corporation Law of the State of New York, or under any act amendatory thereof, supplemental thereto, or substituted therefor.

(g) For the accomplishment of the aforesaid purposes, and in furtherance thereof; the Corporation shall have and may exercise all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with any other statute of the State of New York.

THIRD: The office of the Corporation in the State of New York shall be located in the City of New York and County of New York.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is Two Million

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FIFTH: Fifty thousand (50,000) shares with a par value of one dollar (\$1.00) and one million nine hundred fifty thousand (1,950,000) authorized shares with a par value of one cent (\$.01) per share, having an aggregate par value of nineteen thousand five hundred dollars (\$19,500.00), shall be known as 'Class A shares' and one million nine hundred

No holder of any shares of the Corporation of any class shall as such holder have any pre-emptive rights to purchase or subscribe for any other shares or securities of the Corporation of any class which at any time may be sold or offered for sale or subscription by the Corporation.

SIXTH: The following is a description of each class of shares which the Corporation is authorized to issue and a statement of the designations, preferences, qualifications, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each class:

(a) Dividends. The holders of the outstanding Class A shares and the holders of the outstanding common shares shall be entitled to receive dividends on the basis of the dividend of each Class A share and each common share being equal and the board of directors of this Corporation shall declare such dividends payable to holders of outstanding shares of both classes simultan-

and as a condition of the declaration of a dividend on either class of shares, whether payable in cash, property or shares.

(b) Redemption of Class A Shares. The Class A shares shall be redeemable, in whole but not in part, at the option of the Corporation by resolution of its board of directors, at any time and from time to time on or after October 1, 1982, upon giving the notice hereinafter provided, at the redemption price per share equal to \$150, plus the aggregate of all amounts, if any, credited to the stated capital and/or capital surplus accounts of the Corporation resulting from any contribution to the capital of the Corporation made by the holders of the Class A shares or any of them, divided by the number of Class A shares outstanding at the time of each such contribution. Written notice of redemption, stating the date and place of redemption, shall be mailed by the Corporation, not less than 30 days nor more than 45 days prior to the redemption date, to the record holders of the shares to be redeemed, directed to their last known addresses as shown by the corporate records.

If notice of redemption is given as provided above, and if on the redemption date the Corporation has set apart, in trust for the purpose, sufficient funds for such redemption, then from and after the redemption date, notwithstanding that any certificate for such shares has not been surrendered for cancellation, the Class A shares called for redemption shall be deemed to be no longer outstanding and all rights with respect to such shares shall forthwith cease and terminate, except only the right of the holders thereof to receive the redemption price therefor (without interest) upon surrender of certificates for the shares called for redemption.

(c) Rights of Liquidation of Class A Shares. In the event of any liquidation, dissolution, or winding-up of the affairs of the Corporation, whether Voluntary or otherwise, after payment or provision for payment of debts and other liabilities of the Corporation, the holders of the Class A shares shall be entitled to receive, out of the remaining net assets of the Corporation, an amount per share equal to the price per share set forth in Section (b) of this article applicable to optional redemption, before any distribution shall be made to the holders of the common shares of the Corporation. If upon any liquidation, dissolution or winding-up of the Corporation the assets distributable among the

holders of the Class A shares shall, if the assets are sufficient to permit the payment in full of all preferred dividends payable to all such holders, then the entire amount of the Corporation thus distributable shall be distributed ratably among the holders of all of the Class A shares in proportion to the respective amounts that would be payable per share if such assets were sufficient to permit payment in full.

(d) Conversion of Class A Shares Into Common Shares. The Class A shares shall be convertible, at any time, at the option of the holder thereof, into fully paid and non-assessable common shares on the basis of one common share for each one Class A share surrendered for conversion, upon the surrender to the Corporation (at the office of the transfer agent, if any, for the Class A shares, or at such other place, if any, as the board of directors may determine) for cancellation of the certificates of Class A shares so to be converted. The Corporation shall at all times reserve and keep available for issue the full number of common shares deliverable on the conversion of all of the Class A shares from time to time outstanding.

(e) Split-Up, Combination or Other Reclassification. No split-up, combination or other reclassification of the common shares into a different number of shares of the same class shall be made unless a similar split-up, combination or reclassification of the Class A shares into a different number of Class A shares shall be made at the same time and in the same ratable amount per share and no split-up, combination or reclassification of Class A shares into a different number of shares of the same class shall be made unless a similar split-up, combination or other reclassification of common shares into a different number of common shares shall be made at the same time and in the same ratable amount per share.

SEVENTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served

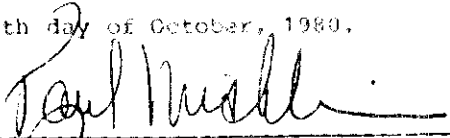
Rockefeller Plaza, Suite 2124, New York, NY 10020.

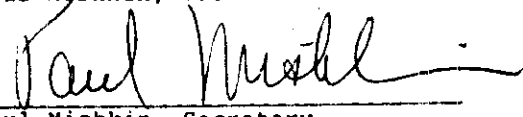
EIGHTH: The Corporation shall, to the full extent authorized by law, indemnify any present or former officer or director of the Corporation or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he, his testator, or intestate is or was a director or officer of the Corporation, or served any other corporation, partnership, joint venture, trust, in any capacity at the request of the Corporation, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein. For purposes of this Article, the Corporation shall be deemed to have requested such present or former officer or director to serve an employee benefit plan where the performance by such person of his duties to the Corporation also imposes duties on, or otherwise involves services by such person to the plan or participants or beneficiaries of the plan. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any such person, his testator or intestate, may be entitled apart from this provision.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal
affirm that the statements made herein are true under the
penalties of perjury, this 12th day of October, 1980.


Paul Mishkin, Vice President


Paul Mishkin, Secretary

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RESTATED CERTIFICATE OF INCORPORATION

OF

LAMSON CORPORATION

(Under Section 807 of the Business Corporation Law)

STATE OF NEW YORK
DEPARTMENT OF STATE
FEB OCT 15 1980

AMT OF CHECK \$ 36.50
FILING FEE \$ 30
TAX \$
COPY \$ 6.50
SERIAL \$
REVIEW \$
BY: ny

Cash

539740

9/25/80

NY-60

A 701235-6

L- A 705411-7

50,000 pu 14 1,450,000 pu 14

CofS. Paul Mishkin Esq. one

Rockefeller plaza suite 2424

Barry J. DeHoop New York NY
Green, Street & Green, PC
One Rockefeller Plaza
New York, NY 10020