

3. to effect any amendment of the Amended Articles of Incorporation of the corporation which changes the provisions of these subparagraphs 1, 2 or 3 or the aforesaid affirmative vote or consent requirements.

For purposes of these Amended Articles of Incorporation, the terms "combination", "majority share acquisition" and "acquiring corporation" shall have the meaning given them by Section 1701.01 of the Ohio General Corporation Law or any similar provision hereinafter enacted.

SEVENTH: No holder of Common Shares of the corporation shall be entitled, as such, as a matter of right to subscribe for or purchase any part of any issue of shares of the corporation of any class whatsoever, or any part of any issue of securities convertible into shares of the corporation of any class whatsoever and whether issued for cash, property, services or otherwise.

EIGHTH: These Amended Articles of Incorporation shall supersede and take the place of the heretofore existing Amended Articles of Incorporation of the corporation.

RESOLVED FURTHER: That the President or a Vice President, and the Secretary or an Assistant Secretary, of this corporation, be, and they hereby are, authorized and directed to execute and to file in the Office of the Secretary of State of the State of Ohio, a certificate containing a copy of these resolutions and a statement of the manner of their adoption, and to execute, deliver and file any other certificate or instrument which they may deem necessary or appropriate to render effective or otherwise fully to carry out the intent and purpose of these resolutions.

IN WITNESS WHEREOF, said Wm. A. Mattie, President, and R. T. Sadler Secretary, of Eaton Yale & Towne Inc., acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 21st day of April, 1971.

By WM. A. MATTIE

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*President*

By R. T. SADLER

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*Secretary*