

otherwise and generally to the advantage and welfare of said corporations to merge said corporations under and pursuant to the provisions of the Revised Code of the State of Ohio,

NOW, THEREFORE, in consideration of the premises and the mutual agreements of said corporations, it is hereby agreed by and between said corporations and in accordance with the Revised Code of the State of Ohio that said AMERICAN MONORAIL COMPANY shall be merged into said EATON YALE & TOWNE INC., the surviving corporation, in accordance with the terms of this Agreement, to wit:

Article 1. Said corporations have agreed that AMERICAN MONORAIL COMPANY merge into EATON YALE & TOWNE INC., the surviving corporation.

Article 2. Said corporations have complied with the conditions of Section 1701.831 of the Revised Code of the State of Ohio and that no approval by shareholders of the surviving corporation is required.

Article 3. The terms of the merger and the manner of carrying the same into effect are in conformity with the provisions of Section 1701.831 of the Revised Code of the State of Ohio and are as follows, to wit:

- a. The constituent corporations shall become a single corporation and EATON YALE & TOWNE INC. shall be the surviving corporation.

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