

UNITED STATES OF AMERICA,)
STATE OF OHIO,)
OFFICE OF THE SECRETARY OF STATE.)

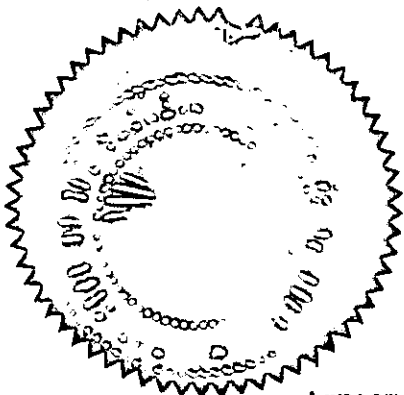
I, TED W. BROWN,

Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the

AGREEMENT OF MERGER
MERGING
AMERICAN MONORAIL COMPANY
INTO
EATON YALE & TOWNE INC.

filed in this office on the 14th. day of June A.D. 1968, and recorded on Roll B562 Frame 394 of the Records of Incorporations.

WITNESS my hand and official seal at
Columbus, Ohio, this 17th day of
June A. D. 1968.



Ted W. Brown
TED W. BROWN
Secretary of State

Agreement of Merger Recorded August 4, 1969 At 10:46
A.M. # 2860