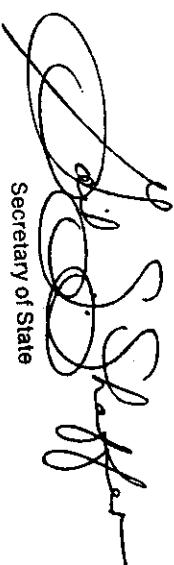


54656

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

*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 SEP 17 1985


Secretary of State

CERTIFICATE

OF
MERGER

OF

THE BENDIX CORPORATION
INTO

ALLIED CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

* * * * *

3209797 Allied Corporation, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. Allied Corporation (formed under the name "Allied Chemical & Dye Corporation"), a corporation of the State of New York (the "surviving corporation"), owns all of the outstanding shares of The Bendix Corporation (formed under the name "Bendix Aviation Corporation"), a corporation of the State of Delaware.

2. The designation and number of outstanding shares of the subsidiary corporation to be merged and the number of such shares owned by the surviving corporation are as follows:

Designation and Number
of Outstanding Shares

3,000,000 shares of
Common Stock

Number of Shares
Owned by
Surviving Corporation

3,000,000 shares

0001 3907

3. (a) The certificate of incorporation of Allied Corporation was filed by the Department of State on the 17th day of December, 1920.

(b) The Bendix Corporation was incorporated under the laws of the State of Delaware on April 13, 1929, and its application for authority to do business in the State of New York was filed by the Department of State on the first day of July, 1938.

4. The surviving corporation owns all of the outstanding shares of the subsidiary corporation to be merged.

5. The merger shall be effective on April 1, 1985.

6. The Plan of Merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the first day of April, 1985 and the statements contained herein are affirmed as true under penalties of perjury.

ALLIED CORPORATION

By

D. R. Kayser
D. R. Kayser
Senior Vice President and
Chief Financial Officer

By

A. B. Samet
A. B. Samet
Assistant Secretary

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 1 1985

**Certificate of
Merger**

AMT. OF CHECK \$ 12
FILING FEE \$ 5.60
TAX \$ _____
COUNTY FEE \$ _____
COPY \$ 3
CERT \$ _____
REFUND \$ _____
SPECIAL HANDLE \$ 10

THE BENDIX CORPORATION

INTO

ALLIED CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION
LAW

8209197

JAN 28 1986

8208797

ALLIED CORPORATION
COLUMBIA RD. & PARK AVENUE
MORRISTOWN, NEW JERSEY 07960

BILLED

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