

Filing fee: \$10.00

APPLICATION FOR
CERTIFICATE OF WITHDRAWAL
OF

The Bendix Corporation

797948

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-112 of the General Laws, 1956, as amended, the undersigned The Bendix Corporation, a Delaware Corporation, hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is The Bendix Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: It is not transacting business in the State of Rhode Island.

FOURTH: It hereby surrenders its authority to transact business in Rhode Island.

FIFTH: It revokes the authority of its registered agent in Rhode Island to accept service of process, and consents that service of process in any action, suit or proceeding based upon any cause of action arising in Rhode Island during the time the corporation was authorized to transact business in Rhode Island may thereafter be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.

SIXTH: The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is Allied Corporation,
P.O. Box 4000R, Morristown, New Jersey 07960

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
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None (The Bendix Corporation was merged out of existence
on April 1, 1985)

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
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None

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CP10 10.00
CHER 10.00
0432A001

NINTH: The amount of its stated capital as of this date is \$ -0-

TENTH: All corporate taxes and fees due to the State of Rhode Island have been paid.

Dated December 6, 1985

THE BENDIX CORPORATION

Bv

DR Kayser

Donald R. Kayser
Senior Vice President and
Chief Financial Officer

and

Andrew B. Samet

Andrew B. Samet
Secretary

STATE OF NEW JERSEY)
COUNTY OF MORRIS) ss.:

At Morris Township in said county on the 6th day of December, 1985, before me personally appeared Donald R. Kayser, who being by me first duly sworn, declared that he is the Senior Vice President and Chief Financial Officer of The Bendix Corporation, that he signed the foregoing document as such Senior Vice President and Chief Financial Officer of the corporation, and that the statements therein contained are true.

Marie D. Leonard

Notary Public

(NOTARIAL SEAL)

MARIE D. LEONARD
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 25, 1989



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
289 Promenade Street
Providence, R. I. 02908

September 10, 1985

TO WHOM IT MAY CONCERN

Re: The Bendix Corporation.

It appears from our records that the above-named corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

Very truly yours,

R. Gary Clark
Tax Administrator

James J. Cimino
Chief Revenue Agent
Corporations