

CERTIFICATE OF REDUCTION
OF CAPITAL
OF
THE BENDIX CORPORATION

THE BENDIX CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted setting forth a proposed reduction of the capital of the Corporation in the manner and to the extent hereinafter set forth.

SECOND: That pursuant to the provisions of Section 244 of The General Corporation Law of the State of Delaware a reduction of the capital of the corporation by the amount of Twenty Million and Seventy Dollars (\$20,000,070.00) was authorized in the following manner:

The capital represented by shares of capital stock which have been retired is reduced by Twenty Million and Seventy Dollars (\$20,000,070.00), an amount equal to the aggregate par value of such shares, and the shares of capital stock of the Corporation, which have been retired in connection with the reduction of capital, are identified as being

Four Million and Fourteen (4,000,014) shares
of the Common Stock with a par value of Five
Dollars (\$5.00) per share.

THIRD: That the assets of the Corporation
remaining after such reduction are sufficient to pay any
debts, the payment of which has not been otherwise provided
for.

IN WITNESS WHEREOF, The Bendix Corporation has
caused this certificate to be signed by its Vice President
and attested by its Assistant Secretary, this 18th day of
March, 1981.

THE BENDIX CORPORATION

By H. S. Barron
H. S. Barron
Vice President

ATTEST:

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

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