

THE BENDIX CORPORATION
CERTIFICATE OF ADOPTION OF RESOLUTION

BY

BOARD OF DIRECTORS

(Pursuant to Section 151 of the General Corporation
Law of the State of Delaware)

THE BENDIX CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY THAT, pursuant to authority expressly vested in the Board of Directors of the Corporation by the provisions of its Restated Certificate of Incorporation, as amended, and by the provisions of the "Certificate of Adoption of Resolution by Board of Directors" filed in the Office of the Secretary of State on June 26, 1967, as amended, which designated the Series A \$3 Cumulative Convertible Preferred Stock of the Corporation, the said Board of Directors, at a meeting thereof duly called and held on December 11, 1979, at which meeting a quorum was present and acting throughout, duly adopted a resolution authorizing and directing a reduction in the number of shares constituting the Series A \$3 Cumulative Convertible Preferred Stock from 3,000,000 to 400,000.

IN WITNESS WHEREOF, The Bendix Corporation has caused this Certificate to be signed by a Vice President, and

attested by an Assistant Secretary, of the Corporation this
29th day of February, 1980.

THE BENDIX CORPORATION

CORPORATE SEAL

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

ATTEST:

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

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APR 8 - 1980