

Filing fee: \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF

THE BENDIX CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)
amended, the undersigned corporation, organized under the laws of the State of
Delaware, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is The Bendix Corporation

SECOND: The address of its present registered office is
111 Westminster Street, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
111 Westminster Street, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
Joseph E. Adelson

FIFTH: The name of its successor registered agent is
C T CORPORATION SYSTEM

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated May 28, 1970

THE BENDIX CORPORATION

By 
Its Vice President

STATE OF MICHIGAN

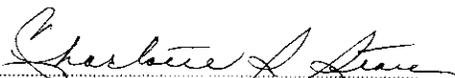
COUNTY OF WAYNE

Sc.

At Springfield, Michigan in said county on this 5th day
of June, 1970, personally appeared before me

Charlotte S. Stan, who, being by me first duly sworn, declared that he
is the Vice President of The Bendix Corporation
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public

CHARLOTTE S. STAN
Notary Public, Wayne County, Michigan
My Commission Expires June 19, 1970

FORM 9 SM 1-70
JUN 16 1970

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