

24243

Filing fee: \$10.00

DUPLICATE ORIGINAL OF
APPLICATION FOR
CERTIFICATE OF WITHDRAWAL
OF

Simplex Time Recorder Co.

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 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 Simplex Time Recorder Co.

SECOND: It is incorporated under the laws of Massachusetts

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 Simplex Plaza
Gardner, MA 01441

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
200,000	common	voting	\$1.00
800,000	common-A	non-voting	\$1.00

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
200,000	common	voting	\$1.00
800,000	common-A	non-voting	\$1.00

NINTH: The amount of its stated capital as of this date is \$ 1,000,000.00

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

Dated January 30, 1989

By Thomas A. Curtin
Simplex Time Recorder Co.
THOMAS A. CURTIN
Its Vice President
and Eugene H. Ballard
EUGENE H. BALLARD
Its Secretary

STATE OF Massachusetts }
COUNTY OF Worcester } Sc.

At Hardron Massachusetts in said county on the 30th day of January, 1989, before me personally appeared Thomas A. Curtin, who being by me first duly sworn, declared that he is the Vice President of Simplex Time Recorder Co., that he signed the foregoing document as such Vice President of the corporation, and that the statements therein contained are true.

Mary J. Loring
Notary Public

(NOTARIAL SEAL)

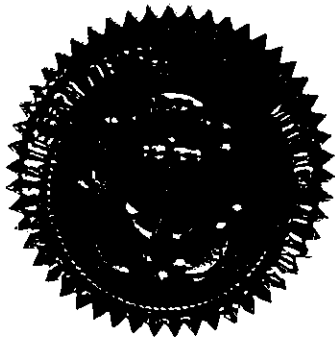
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF WITHDRAWAL
OF

Simplex Time Recorder Co.

I, PAMELA L. PALUMBO, Acting Deputy Secretary of State of the State of Rhode Island, hereby certify that duplicate originals of an Application of Simplex Time Recorder Co. for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law, and that the foregoing is a duplicate original of the Application for such Certificate.

Witness my hand and the seal of the State of Rhode Island this 1st day of February 19 90.

Pamela L. Palumbo
Acting Deputy Secretary of State



REC'D & PROC'D FEB 01 1990

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.