

CERTIFICATE OF MERGER OF
PRECISMECA CORPORATION
INTO TLT-BABCOCK, INC.

9-28-90

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as of this 28th day of September, 1990.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
TLT-Babcock, Inc.	Delaware
Precismeca Corporation	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware and that the merger shall become effective as of 12:01 A.M. Eastern Standard Time on October 1, 1990.

THIRD: That the name of the surviving corporation of the merger is TLT-Babcock, Inc.

FOURTH: That the certificate of incorporation of TLT-Babcock, Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 3480 West Market Street, Akron, Ohio 44319.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

TLT-BABCOCK, INC.

By: _____

W. A. Beller
Walter A. Beller
Its: President

ATTEST

By: _____

Nicholas P. Evanchan
Its: Secretary

C.T. Corp. Systems
8/28/90 Superior A. De. N.

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "PRECISMECA CORPORATION" MERGING WITH AND INTO "TLT-BABCOCK, INC." UNDER THE NAME OF "TLT-BABCOCK, INC." AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1990, AT 10 O'CLOCK A.M.

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BOOK 042 PAGE 875

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

90 NOV 14 AM 8:45

JUDGE OF PROBATE

Rec 5.00
Jud 3.00
Cut 1.00
9.00



720309092

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

12845351

DATE:

11/05/1990