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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:

Name

State of Incorporation

TLT-Babcock, Inc.
Precismeca Corporation

Delaware 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 COTLT-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 44919.

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.

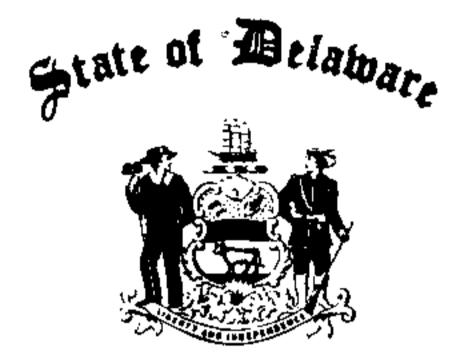
TLT-BABCOCK, INC.

y: _____

Walter A. Beller Its: President

By: Micholas P. Evanchan
Its: Secretary

C.T. Corf. Syttems 8 Luperion Ade. N.



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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SEME OF ALA, SHELBY CEL I CERTIFY THIS PASTRUMENT WAS FILED

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Jud 3.00

JUDGE OF FROBATE

Michael Harkins, Secretary of State

AUTHENTICATION:

12845351

DATE:

11/05/1990

