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Shelby Cnty Judge of Probate, AL  
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**STATEMENT OF CANCELLATION OF REACQUIRED SHARES OF STOCK  
OF  
UNIVERSAL ELECTRIC COMPANY, INC.**

TO THE HONORABLE JUDGE OF PROBATE  
SHELBY COUNTY, ALABAMA:

Universal Electric Company, Inc., a corporation organized and existing under the laws of the State of Alabama, (hereinafter referred to as the "Corporation"), by and through the undersigned duly authorized officer, does hereby adopt this Statement of Cancellation pursuant to Section 10-2B-6.32 of the Alabama Business Corporation Act, certifying to and setting forth the following information:

1. NAME OF THE CORPORATION. The name of the Corporation making this Statement of Cancellation is Universal Electric Company, Inc.
2. NUMBER OF REACQUIRED SHARES CANCELLED BY RESOLUTION. The number of reacquired shares canceled by resolutions duly adopted by the Board of Directors of the Corporation on January 1, 2005, is Five Hundred Fifty (550) shares of common stock of the Corporation, par value \$1.00 per share.
3. AGGREGATE NUMBER OF ISSUED SHARES. After giving effect to such cancellation, the aggregate number of issued shares of the capital stock of the Corporation is Four Hundred Fifty (450) shares of common stock, par value \$1.00 per share.

IN WITNESS WHEREOF, this Statement of Cancellation has been executed by the Corporation this the 1st day of January, 2005.

UNIVERSAL ELECTRIC COMPANY, INC.

By:   
Patrick Henry  
Its President