

#### **1 COVER SHEET**

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

101173195

SAC Corp. 700 Terrace Point Drive	2. Name and Address of receiving party(ies)  General Signal Corporation 700 Terrace Point Drive
Muskegon, Michigan 49443  ### ### ###########################	Muskegon, Michigan 49443  Additional names(s) & address(es) attached?  Yes No
	Merger Change of Name
Execution Date: October 6, 1998	
Application number(s) or pate	ntent number(s)
If this document is being filed	ed together with a new application, the execution date of the application is:
A. Patent Application No. (s)	B. Patent No.(s) 4672271 5008705 5083757 5070235 5101226
	Additional Numbers Attached?  Yes  No
5. Name and address of party to dence concerning document s	
_	7. Total fee (37 CFR 3.41) \$840.00
Milton E. Kleinman 24 Burr Farms Road	
Milton E. Kleinman	
Milton E. Kleinman 24 Burr Farms Road	
Milton E. Kleinman 24 Burr Farms Road	Enclosed  Authorized to be changed to deposit account
Milton E. Kleinman 24 Burr Farms Road	Enclosed Authorized to be changed to deposit account number:
Milton E. Kleinman 24 Burr Farms Road Westport, CT 06880	Enclosed Authorized to be changed to deposit account  8. Deposit account number:  (Attach duplicate copy of this form if paying by deposit account)
Milton E. Kleinman 24 Burr Farms Road Westport, CT 06880  DHGUYEN 00000303 4672271 840.00 0P	Enclosed Authorized to be changed to deposit account  8. Deposit account number:  (Attach duplicate copy of this form if paying by deposit account)  DO NOT USE THIS SPACE  the best of my knowledge and belief, the foregoing information is true and correct

#### **Recordation Cover Sheet #2**

### **Patents Only**

#### Item 4 B. Patent Numbers

## State of Delaware

# Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SAC CORP.", CHANGING ITS NAME FROM "SAC CORP." TO "GENERAL SIGNAL CORPORATION", FILED IN THIS OFFICE ON THE SIXTH DAY OF OCTOBER, A.D. 1998, AT 12:01 O'CLOCK P.M.

991052580

2859085

Edward J. Freel, Secretary of State

AUTHENTICATION: 9577835

DATE: 02-16-99

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 12:01 PM 10/06/1998 981386341 - 2859085

# RESTATED CERTIFICATE OF INCORPORATION OF SAC CORP.

(originally incorporated under the same name on February 13, 1998)

<u>FIRST</u>. The name of the Corporation is General Signal Corporation.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

<u>FOURTH</u>: The total number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

<u>FIFTH</u>: The Board of Directors is expressly authorized to adopt, amend, or repeal the by-laws of the Corporation.

<u>SIXTH</u>: Elections of directors need not be by written ballot unless the by-laws of the Corporation shall otherwise provide.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is hereafter

amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended. Any repeal or modification of this Article SEVENTH by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

<u>EIGHTH</u>: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates, integrates and amends the certificate of incorporation of the Corporation and which has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of Delaware, has been executed this 6<sup>th</sup> day of October, 1998.

SAC CORP.

By: /s/ Christopher J. Kearney
Christopher J. Kearney
Vice President and Secretary

- 2 -

**RECORDED: 10/08/1999** 

0232879.02