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BOOK 839 PAGE 227

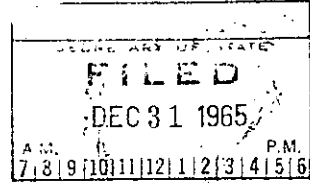
ARTICLES OF MERGER

of

INDUSTRIAL HEAT ENGINEERING COMPANY
(Domestic Subsidiary Corporation)

into

CROMPTON & KNOWLES CORPORATION
(Foreign Parent Corporation)



Pursuant to Sections 12-20.7 and 12-20.5 of the South Carolina Code of Laws (1962 Supplement), the undersigned Crompton & Knowles Corporation, which owns one hundred per cent (100%) of the outstanding shares of each class of stock of Industrial Heat Engineering Company, the other corporation participating in the merger, adopts the following Articles of Merger:

1. The name of the undersigned corporation, into which the merger is effected, is Crompton & Knowles Corporation, a Massachusetts corporation.
2. The effective date of the merger is December 31, 1965.
3. The Plan of Merger, attached hereto, was approved by the Board of Directors of the undersigned corporation.
4. There are no shareholders of the subsidiary corporation, other than the parent corporation, to whom a copy of the Plan of Merger could be mailed.
5. As to the subsidiary corporation merged into the undersigned corporation, the total number of outstanding shares of each class, and the total number of shares of each class owned by the undersigned corporation, was:

Name of Corporation: Industrial Heat Engineering Company.

<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Surviving Corporation:</u>
Common	500	500

6. The laws of the jurisdiction under which each foreign participating corporation is organized permits such merger under substantially the same terms and conditions as Section 12-20.5.

Dated: November 12, 1965

CROMPTON & KNOWLES CORPORATION

By /s/ James Barringer
James Barringer, Executive Vice President

By /s/ Roger R. Bradford
Roger R. Bradford, Clerk

Frank Stanton
SECRETARY OF STATE OF SOUTH CAROLINA

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