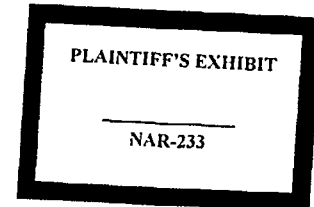


CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
ALLIED-SIGNAL INC.



ALLIED-SIGNAL INC., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. The Board of Directors of the Corporation has declared it advisable to amend the Restated Certificate of Incorporation. The resolution setting forth the proposed amendment is as follows:

"RESOLVED: That the Board of Directors declares it advisable that Article First of the Restated Certificate of Incorporation be amended to read as follows:

"FIRST: The name of the corporation is AlliedSignal Inc."

and that the proposed amendment be considered at the next annual meeting of stockholders."

2. The amendment of the Restated Certificate of Incorporation set forth above has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

ALLIED-SIGNAL INC.

Attest:

Name: Andrew B. Samet

Title: Vice President, Secretary
and Associate General Counsel

By:

Name: Peter M. Kreindler

Title: Senior Vice President
and General Counsel

Dated: April 26, 1993

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:45 AM 04/26/1993
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