October 15, 1986

Andrew Rosenbloom, Esq.
Shearman & Sterling
53 Wall Street
New York, N. Y. 10005

Dear Andy:

As you requested, enclosed please find certificates signed by Ken Cornelius and myself.

Very truly yours,

Jonathan H. Sherr
Corporate Counsel

JHS:ps
Encl.

Certificate Pursuant to Section 2.1.2
of the Stock Purchase Agreement

The undersigned, Kenneth C. Cornelius, Vice President and Chief Financial Officer of Maremont Corporation, a Delaware corporation (the "Company"), and Ulrich H. Suter, Executive Vice President of Alusuisse of America, Inc., a Delaware corporation (the "Seller"), do hereby certify that, on the date hereof, the amount of the Intercompany Indebtedness, as defined in the Stock Purchase Agreement dated August 29, 1986 between the Seller and Arvin Industries, Inc. (the "Stock Purchase Agreement"), as reflected on the books of the Company and the Subsidiaries on the date hereof is zero.

WITNESS the signatures of the undersigned this day of October, 1986.

Kenneth C. Cornelius
Vice President and Chief
Financial Officer,
Maremont Corporation

Ulrich H. Suter
Executive Vice President,
Alusuisse of America, Inc.

MAREMONT CORPORATION

Certificate of Secretary and Corporate Counsel

I, Jonathan H. Sherr, hereby certify that I am the Secretary and Corporate Counsel of Maremont Corporation, a Delaware corporation, and DO HEREBY FURTHER CERTIFY that:

1. I have reviewed the Stock Purchase Agreement (the "Agreement") dated August 29, 1986 between Alusuisse of America, Inc. and Arvin Industries, Inc., and the Letter, together with the exhibits thereto (the "Letter"), referred to in the Agreement.

2. To the best of my knowledge, at and as of the date hereof the information set forth in the Letter is complete and correct in all material respects and such Letter does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein not misleading.

IN WITNESS WHEREOF, I have executed this Certificate on this day of October, 1986.

Jonathan H. Sherr

MAREMONT CORPORATION

Certificate of Vice President and Chief Financial Officer

I, Kenneth C. Cornelius, hereby certify that I am the Vice President and Chief Financial Officer of Maremont Corporation, a Delaware corporation, and DO HEREBY FURTHER CERTIFY that:

1. I have reviewed the Stock Purchase Agreement (the "Agreement") dated August 29, 1986 between Alusuisse of America, Inc. and Arvin Industries, Inc., and the Letter, together with the exhibits thereto (the "Letter"), referred to in the Agreement.

2. To the best of my knowledge, at and as of the date hereof the information set forth in the Letter is complete and correct in all material respects and such Letter does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein not misleading.

IN WITNESS WHEREOF, I have executed this Certificate on this day of October, 1986.

K C Cornelius

Kenneth C. Cornelius

Name	Title	Signature
Kenneth C. Cornelius	Vice President and Chief Financial Officer	

WITNESS the signature of the undersigned this day of October, 1986.

Jonathan H. Sherr
Secretary and Corporate Counsel

I, Kenneth C. Cornelius, the duly elected, qualified and acting Vice President and Chief Financial Officer of the Company, do hereby certify that on the date set forth above Jonathan H. Sherr is the duly elected, qualified and acting Secretary and Corporate Counsel of the Company and the signature set above his name is his genuine signature.

Name: Kenneth C. Cornelius
Title: Vice President and Chief Financial Officer

Exhibit A

CERTIFICATE OF INCORPORATION

OF

A-M, INC.

1. The name of the corporation is:

A-M, INC.

2. The address of its registered office in the State of Delaware is 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar ($1.00) amounting in the aggregate to One Thousand Dollars ($1,000.00).

5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by ballot.

6. The name and mailing address of the incorporator is:

W. J. Reif
100 West Tenth Street
Wilmington, Delaware 19801

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 13th day of JUNE, 1979.

W J Reif
W. J. Reif

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton *Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of* Certificate of Incorporation of the "A-M, INC.", as received and filed in this office the thirteenth day of June, A.D. 1979, at 4:30 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* thirteenth *day of* June *in the year of our Lord one thousand nine hundred and* seventy-nine.

Glenn C. Kenton, Secretary of State

FORM 121

CERTIFICATE OF OWNERSHIP

AND MERGER

OF

MAREMONT CORPORATION

BY

A-M, INC.

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

----

A-M, INC., a corporation formed under the laws of the State of Delaware, desiring to merge its wholly-owned subsidiary MAREMONT CORPORATION into itself pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That A-M, INC. is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 13th day of June, 1979; and that MAREMONT CORPORATION is a corporation formed under the laws of State of Delaware, and it Certificate of Incorporation was filed in the office of the Secretary of State on the 25th day of February, 1974.

SECOND: That the Board of Directors of A-M, INC., by resolutions duly adopted on the 20 day of December, 1979, determined to merge MAREMONT CORPORATION into A-M, INC. and to cause A-M, INC. to assume all of the obligations of MAREMONT CORPORATION, said resolutions being as follows:

> "WHEREAS, this corporation has acquired and now lawfully owns all of the stock of MAREMONT CORPORATION and desires to merge said corporation into itself;
>
> "NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge said Maremont Corporation into itself and does hereby succeed to all of its assets and assume all of its obligations;
>
> "FURTHER RESOLVED, that on the effective date of said merger the name of this corporation shall be changed from "A-M, INC.' to 'Maremont Corporation';
>
> "FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership and merger, setting forth a copy of these resolutions; and

"FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by these resolutions."

IN WITNESS WHEREOF, said A-M, INC has caused this Certificate to be executed by its officers thereunto duly authorized this 20 day of December, 1979.

A-M, INC.

By: Lorraine Cauder
Its President

ATTEST:

Its Secretary

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State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton *Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of* Certificate of Ownership of the "A-M, INC.", merging "MAREMONT CORPORATION", pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the twenty-sixth day of December, A.D. 1979, at 2 o'clock P.M.

And I do hereby further certify that the said "A-M, INC.", has relinquished its corporate title and assumed in place thereof "Maremont Corporation".

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* twenty-sixth *day of* December *in the year of our Lord one thousand nine hundred and* seventy-nine.

RECEIVED FOR RECORD

DEC 26 1979

LEO J. DUGAN, Jr., Recorder

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

FORM 120

MAR 001078

BY-LAWS

OF

MAREMONT CORPORATION

A CORPORATION ORGANIZED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF DELAWARE.

* * * * * * * * * * *

BY-LAWS

* * * * * * * * * * *

ARTICLE I

OFFICES

Section 1. The registered office shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 2. The corporation may also have offices at such other places both within and without the State of Delaware as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. All meetings of the stockholders shall be held at the registered office of the corporation, unless another or different place, whether within or without the State of Delaware, be specified in the notice of any such meeting or in the written waiver of notice of any such meeting, in which event any such meeting may be held at the place specified in such notice or in such waiver.

Section 2. Annual meetings of stockholders, entitled to vote thereat, commencing with the year 1975, shall be held on the last Tuesday of April of each year at the hour of 10:00 a.m., if not a legal holiday, and if a legal holiday, then on the next business day following, at 10:00 a.m., or at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting, at which they shall elect a board of directors, and transact such other business as may properly be brought before the meeting.

Section 3. At all elections of directors of the corporation, or at elections held under specified circumstances, each holder of stock or of any class or classes or of a series or series thereof shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and that he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

Section 4. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting.

Section 5. The officer who has charge of the stock ledger of the corporation shall prepare and make, or cause to be prepared, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by this section or the books of the corporation, or to vote in person or by proxy at any meeting of stockholders.

Section 6. Special meetings of the stockholders for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman of the board or by the president and shall be called by the chairman of the board, president or secretary at the request in writing of a majority of the board of directors, or at the request in writing of stockholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 7. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each stockholder entitled to vote at such meeting.

Section 8. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 9. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 10. Unless otherwise specifically provided by statute or the certificate of incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote for each share of the capital stock having voting power held by such stockholder.

Section 11. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period, or except as otherwise limited by law.

Section 12. Unless otherwise provided in the certificate of incorporation, any action required to be taken at any annual or special meeting of stockholders of a corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. In the event that the action which is consented to is such as would have required the filing of a certificate under any provision of the statutes, if such action had been voted upon by stockholders at a meeting thereof, the certificate filed thereunder shall state, in lieu of any statement required by such statutes concerning a vote of stockholders, that written consent has been given in accordance with the provisions of this section, and that written notice has been given as provided in this section.

Section 13. Voting on any question, other than in any election of directors, may be <u>viva voce</u> unless the presiding officer shall order, that the voting be by ballot.

Section 14. Persons holding stock in a fiduciary capacity shall be entitled to vote the shares so held. Persons whose stock is pledged shall be entitled to vote, unless in the transfer by the pledgor on the books of the corporation he has expressly empowered the pledgee to vote thereon, in which case only the pledgee, or his proxy, may represent such stock and vote thereon. If shares or other securities having voting power stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the secretary of the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

A. If only one votes, his act binds all;

B. If more than one vote, the act of the majority so voting binds all;

C. If more than one vote, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionally, or any person voting the shares, or a beneficiary, if any, may apply to the Court of Chancery or such other court as may have jurisdiction to appoint an additional person to act with the persons so voting the shares, which shall then be voted as determined by a majority of such persons and the person appointed by the Court. If the instrument so filed shows that any such tenancy is held in unequal interests, a majority or even-split for the purpose of this subsection shall be a majority or even-split in interest.

ARTICLE III

DIRECTORS

Section 1. The number of directors of this Corporation is hereby fixed at nine. No director need be a stockholder therein. The directors shall be elected at each annual meeting of stockholders, or by unanimous written consent of the stockholders, or in the manner provided in Article III, Section 2 of these by-laws.

Each director shall hold office until his successor is elected and qualified, or until his earlier resignation or removal. Directors elected to fill vacancies shall hold office for the unexpired portion of the term of the directors whose places they have been elected to fill.

Section 2. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and any director so chosen shall hold office until the next election of directors, and until his successor is duly elected and shall qualify, or until his earlier resignation or removal. If there are no directors in office, then an election of directors may be held in the manner provided by the statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole board (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

Section 3. The business of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

MEETINGS OF THE BOARD OF DIRECTORS

Section 4. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 5. A regular annual meeting of the board of directors shall be held without other notice than this by-law immediately after and at the same place as the annual meeting of the stockholders. The board of directors may provide by resolution the time and place, either within or without the State of Delaware, for the holding of additional regular meetings without other notice than such resolution. Neither the business to be transacted at, nor the purpose of, any regular meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Special meetings of the board of directors may be called by the chairman of the board or the president on three days' notice to each director, either personally or by mail or by telegram. Special meetings shall be called by the chairman of the board, the president, or the secretary in like manner and on seven days' notice at the written request of one director. The business to be transacted and the purpose of any special meeting shall be specified in the notice or waiver of notice of such meeting.

In the event of an emergency, or other urgent circumstances affecting the Corporation, special meetings of the board of directors may be called by the chairman of the board or the president, or by the secretary at the request of three directors, in each case on twelve hours' notice to each director, either personally or by telegram. In such event, the notice shall specify the business to be transacted, the purpose of such special meeting and the reasons such special meeting is necessary. The determination as to the existence of such emergency or other urgent circumstance affecting the Corporation shall be made by the persons calling such special meeting and shall be deemed to be conclusive.

Section 7. At all meetings of the board a majority of the directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 9. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the board of directors, or any committee designated by the board, may participate in a meeting of the board or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 10. Any director may resign his office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the corporation unless some other time be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

Section 11. By resolution of the board of directors, directors, as such, may be compensated for attendance at each regular or special meeting of the board of directors, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

COMMITTEES OF DIRECTORS

Section 12. The board of directors may, by resolution passed by a majority of the whole board, designate an executive committee and one or more other committees, each of which committees shall consist of one or more of the directors of the corporation. The board shall elect a chairman, or other officers of any such committee. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee; provided, however, that, if the resolution of the board of directors so provides, in the absence or disqualification of any such member or alternate member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member or alternate member. Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it, but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution or amending the by-laws of the corporation; and, unless the resolution expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.

Section 13. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

ARTICLE IV

NOTICES

Section 1. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or stockholder, such notice shall be in writing and shall be given in person or by mail to such director or stockholder. If mailed, such notice shall be addressed to such director or stockholder at his address as it appears on the records of the corporation, with postage thereon prepaid, and shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V

OFFICERS

Section 1. The officers of the corporation shall be chosen by the board of directors and shall be a chairman of the board, a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer and a controller. The board of directors may also choose one or more assistant secretaries and assistant treasurers. Any number of offices may be held by the same person, unless the certificate of incorporation or these by-laws otherwise provide.

Section 2. The board of directors at its first meeting after each annual meeting of stockholders shall choose a chairman of the board, who shall be a member of the board, and shall choose a president, one or more vice-presidents, a secretary, a treasurer and a controller, who need not be members of the board.

Section 3. The board of directors may appoint such other officers and agents as it shall deem desirable who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. The salaries of all officers of the corporation shall be fixed by the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

Section 6. Any officer may resign his office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the corporation unless some other time be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

THE CHAIRMAN OF THE BOARD

Section 7. The chairman of the board shall preside at all meetings of the board of directors. He shall, subject to the authority of the board of directors, finally determine and have responsibility for all matters of policy affecting the corporation. He shall consult with the president on the management of the corporation in carrying out all orders, resolutions and policies established by the board of directors. He shall be empowered to execute deeds, mortgages, contracts, agreements, bonds or other evidences of indebtedness on behalf of the corporation. He shall vote all shares of stock of any other corporation standing in the name of the corporation. He shall be an ex officio member of all standing committees. He shall perform such other duties as from time to time may be assigned to him by the board of directors.

THE PRESIDENT

Section 8. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the stockholders. He shall direct the general and active management of the business and supervise the operations of the corporation, which directions shall be carried out through the officers elected by the board of directors. He shall consult with, advise and be responsible to the chairman of the board on matters of policy affecting the affairs of the corporation and he shall see that all orders, resolutions and policies adopted or established by the board of directors are carried into effect. He shall designate and assign areas of responsibility among the corporation's officers and other members of management, including without limitation, reporting relationships, supervisory duties and operating authority so as to insure efficient and effective management of the corporation's business affairs. He shall have concurrent power with the chairman of the board to vote all shares of stock of any other corporation standing in the name of the corporation and to execute deeds, mortgages, contracts, agreements, bonds or other evidences of indebtedness on behalf of the corporation. In general, he shall perform all duties incident to the office of president and such other duties as from time to time may be assigned to him by the board of directors.

THE VICE-PRESIDENTS

Section 9. The vice-presidents, in the order of their seniority, may perform the duties and exercise the powers of the president, in the event of his absence, inability or refusal to act. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors and he may execute contracts and other obligations pertaining to the regular course of his duties. The board of directors may designate one or more executive vice-presidents and/or one of more senior vice-presidents or otherwise provide for the order of seniority among the vice-presidents, and in the absence of any such designation, the order of seniority shall be the order of their election.

THE SECRETARY

Section 10. The secretary shall attend all meetings of the board of directors, and all meetings of the stockholders and act as clerk thereof and record all votes and the minutes of all the proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required; he shall cause a register to be kept showing the post office address of each stockholder as such address shall be furnished by such stockholder; he shall sign with the president or vice-president certificates for stock of the corporation; if required by law, he shall sign with the president or vice-president any other instruments, documents or agreements; he shall be custodian of the corporate records and of the seal of the corporation, and in all proper cases he shall affix the seal of the corporation to any instruments requiring the same; he shall have charge of the stock transfer books of the corporation; and in general he shall perform all duties incident as from time to time may be assigned to him by the president or by the board of directors.

ASSISTANT SECRETARIES

Section 11. Assistant secretaries, in the order of their seniority, shall, in the event of the absence of or disability of the secretary, perform the duties and exercise the powers of the secretary, and shall perform such other duties as the board of directors or the secretary shall prescribe. The order of seniority of all assistant secretaries shall be the order designated by the board of directors, and, in the absence of any such designation, shall be the order of their election.

THE TREASURER

Section 12. The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the board of directors; upon failure of the board of directors to designate such depositories, then in such depositories as may be designated by the president, or by the vice president having supervisory responsibility with respect to the treasurer's office. If required by the board of directors, the treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall perform such other duties as prescribed, from time to time, by the board of directors, or the president, or the vice president having supervisory responsibility with respect to the treasurer's office.

ASSISTANT TREASURERS

Section 13. Assistant treasurers, in the order of their seniority, shall, in the event of the absence or the disability of the treasurer, perform the duties and exercise the powers of the treasurer, and shall perform such other duties as the board of directors or the treasurer shall prescribe. The order of seniority of all assistant treasurers shall be the order designated by the board of directors, and, in the absence of any such designation, shall be the order of their election. The assistant treasurers shall, respectively, if required by the board of directors, give bonds for the faithful discharge of their duties in such sum and with such sureties as the board of directors shall determine.

THE CONTROLLER

Section 14. The controller shall supervise, direct and institute sound internal auditing controls and procedures for the purpose of preserving and protecting the assets of the corporation, preventing loss by carelessness and theft, reducing errors, and providing management with information necessary for the proper control and conduct of the business of the corporation, and shall perform such other duties as prescribed from time to time by the board of directors, or the president, or the vice president having supervisory responsibility with respect to the controller's office.

ASSISTANT CONTROLLERS

Section 15. Assistant controllers, in the order of their seniority, shall, in the event of the absence or disability of the controller, perform the duties and exercise the power of the controller, and shall perform such other duties as the board of directors or the controller shall prescribe. The order of seniority of assistant controllers shall be the order designated by the board of directors and, in the absence of any such designation, shall be the order of their election.

ARTICLE VI

INTERESTED DIRECTORS AND OFFICERS

Section 1. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board of directors or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors, a committee thereof, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

ARTICLE VII

INDEMNIFICATION

Section 1. Litigation Brought by Third Parties. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

Section 2. Litigation By or in the Right of the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that a court of equity or the court in which such action or suit was pending shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court of equity or other court shall deem proper.

Section 3. Successful Defense. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Determination of Conduct. Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said Sections 1 or 2 of this Article. Such determination shall be made (1) by the board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

Section 5. Advance Payment. Expenses incurred by any director, officer, employee or agent who may have a right of indemnification under this Article in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation pursuant to this Article.

Section 6. By-law not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article or of Section 145 of the General Corporation Law of the State of Delaware.

Section 8. Predecessor. For the purposes of this Article, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

Section 9. Effect of Invalidity. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE VIII

CERTIFICATES OF STOCK

Section 1. All certificates representing shares of stock of the corporation shall be signed by the chairman of the board, the president or a vice-president and by the secretary or an assistant secretary, and sealed with the seal of the corporation. Such seal may be a facsimile. Where such certificate is registered by a registrar, the signatures of the chairman of the board, the president or vice-president, the secretary or assistant secretary or the transfer agent upon such certificate may be facsimiles, engraved or printed. In case any officer who has signed, or whose facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if such officer had not ceased to be such at the date of its issuance.

Section 2. The certificates representing shares of stock of the corporation shall be consecutively numbered or otherwise suitably identified and shall be entered in the books of the corporation as they are issued.

TRANSFERS OF STOCK

Section 3. Upon surrender to the corporation for cancellation of a certificate duly endorsed by the holder thereof of record, or by his attorney, or by his legal representative, accompanied in each case by proper evidence of succession, assignment and authority to transfer which shall be filed with the officer or agent having charge of the transfer books for shares of stock of the corporation, a new certificate shall be issued to the person entitled thereto, the old certificate shall be cancelled, and the transaction recorded upon the books of the corporation.

LOST CERTIFICATES

Section 4. The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost or destroyed upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed, and the board of directors, when authorizing such issuance of a new certificate or certificates, may in its discretion and as a condition precedent to the issuance thereof require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise such fact in such manner as it shall require and/or give the corporation a bond of indemnity in such form and amount and with such sureties as shall be deemed satisfactory by the board of directors.

FIXING RECORD DATE

Section 5. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders of any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution, or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

REGISTERED STOCKHOLDERS

Section 6. The corporation shall be entitled to recognize the exclusive rights of a person registered on its books as the owner of shares of stock to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares of stock, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE IX

GENERAL PROVISIONS

DIVIDENDS

Section 1. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

CHECKS

Section 3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate, and in the absence of such designation, by the president.

FISCAL YEAR

Section 4. The fiscal year of the corporation shall begin on the first day of January of each year and end with the last day of December of the same year.

SEAL

Section 5. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used for causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE X

AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board of directors at any meeting of the board.

SHEARMAN & STERLING

October 15, 1986

RECEIVED
OCT 15 1986
LAW DEPT.

BY TELECOPY

Memorandum to: Mr. Sherr

Enclosed herewith are forms of the Maremont Corporation Secretary's Certificate and the Certificate Pursuant to Section 2.1.2. setting forth the amount of the Intercompany Indebtedness. Please have each of them typed, with the additions discussed below.

The Secretary's Certificate has blanks for the date of the last amendment to the certificate of incorporation of Maremont (¶ 1) and for the date of effectiveness of the adoption of Maremont's by-laws (¶ 3). Please fill in these dates. Copies of the certificate of incorporation, as amended, and the by-laws should be attached as Exhibits A and B, respectively.

Ken Cornelius should sign the Secretary's Certificate opposite his name (¶ 4) and should sign the certification as to your signature.

Please sign the Secretary's Certificate, but leave the date blank. I will date it as of the Closing once the Closing has taken place.

Also, please have Ken sign the typed certificate setting forth the amount of the Intercompany Indebtedness. Again, the date should be left blank; I will fill it in.

Finally, I enclose forms of certificates bringing down to the Closing Date the certificates you and Ken signed when the Stock Purchase Agreement was signed. These, too, should be typed and signed by you and Ken respectively, with the date left blank.

Please send all of these back to me by overnight mail, for delivery tomorrow if possible.

If you have any questions, please call me at (212) 837-6452.

AR

Andrew Rosenbloom

MAR 001096

MAREMONT CORPORATION

Certificate of Secretary and Corporate Counsel

I, Jonathan H. Sherr, hereby certify that I am the Secretary and Corporate Counsel of Maremont Corporation, a Delaware corporation, and DO HEREBY FURTHER CERTIFY that:

1. I have reviewed the Stock Purchase Agreement (the "Agreement") dated August 29, 1986 between Alusuisse of America, Inc. and Arvin Industries, Inc., and the Letter, together with the exhibits thereto (the "Letter"), referred to in the Agreement.

2. To the best of my knowledge, at and as of the date hereof the information set forth in the Letter is complete and correct in all material respects and such Letter does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein not misleading.

IN WITNESS WHEREOF, I have executed this Certificate on this day of October, 1986.

Jonathan H. Sherr

Exhibit C

Certificate Pursuant to Section 2.1.2
of the Stock Purchase Agreement

The undersigned, Kenneth C. Cornelius, Vice President and Chief Financial Officer of Maremont Corporation, a Delaware corporation (the "Company"), and Ulrich H. Suter, Executive Vice President of Alusuisse of America, Inc., a Delaware corporation (the "Seller"), do hereby certify that, on the date hereof, the amount of the Intercompany Indebtedness, as defined in the Stock Purchase Agreement dated August 29, 1986 between the Seller and Arvin Industries, Inc. (the "Stock Purchase Agreement"), as reflected on the books of the Company and the Subsidiaries on ~~of~~ the date hereof is zero.

WITNESS ~~my hand~~ this day of October, 1986.

Kenneth C. Cornelius
Vice President and Chief
Financial Officer,
Maremont Corporation

Ulrich H. Suter
Executive Vice President,
Alusuisse of America, Inc.

MAREMONT CORPORATION

Certificate of Vice President and
Chief Financial Officer

I, Kenneth C. Cornelius, hereby certify that I am the Vice President and Chief Financial Officer of Maremont Corporation, a Delaware corporation, and DO HEREBY FURTHER CERTIFY that:

1. I have reviewed the Stock Purchase Agreement (the "Agreement") dated August 29, 1986 between Alusuisse of America, Inc. and Arvin Industries, Inc., and the Letter, together with the exhibits thereto (the "Letter"), referred to in the Agreement.

2. To the best of my knowledge, at and as of the date hereof the information set forth in the Letter is complete and correct in all material respects and such Letter does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein not misleading.

IN WITNESS WHEREOF, I have executed this Certificate on this   day of October, 1986.

Kenneth C. Cornelius

~~Exhibit~~ D

Maremont Corporation
Secretary's Certificate

The undersigned hereby certifies that he is the duly elected, qualified and acting Secretary and Corporate Counsel of Maremont Corporation, a Delaware corporation (the "Company"), and that, as such, he is familiar with the facts herein certified and is duly authorized to certify the same and does hereby further certify as follows:

1. Annexed hereto as Exhibit A is a true and correct copy of the Certificate of Incorporation of the Company, ~~as amended~~, and since 12/20/79, 19__ no amendment to ~~the Certificate of Incorporation of the Company~~ has been filed with the Secretary of State of Delaware and no steps have been taken by the Board of Directors or sole stockholder of the Company to effect or authorize any amendment or other modification to such ~~Certificate of Incorporation~~.

2. The Board of Directors and sole stockholder of the Company have taken no steps contemplating a merger, consolidation, liquidation or dissolution of the Company, and no proceeding is pending relating to merger, consolidation, liquidation or dissolution of the Company.

3. Annexed hereto as Exhibit B is a true and correct copy of the By-Laws of the Company approved and adopted, effective 12/28/79, 19__, by the Board of Directors of the Company and the By-Laws have not been modified or rescinded from said effective date and continue in full force and effect on the date hereof.

4. The following named individual is a duly elected and qualified officer of the Company, holds the offices set forth opposite his name and the signature set forth opposite his name is his genuine signature:

Name	Title	Signature
Kenneth C. Cornelius	Vice President and Chief Financial Officer	

WITNESS the signature of the undersigned this day of October, 1986.

Jonathan H. Sherr
Secretary and Corporate
Counsel

I, Kenneth C. Cornelius, the duly elected, qualified and acting Vice President and Chief Financial Officer of the Company, do hereby certify that on the date set forth above Jonathan H. Sherr is the duly elected, qualified and acting Secretary and Corporate Counsel of the Company and the signature set above his name is his genuine signature.

Name: Kenneth C. Cornelius
Title: Vice President and
Chief Financial Officer