DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/16/2003	200335001610	MISCELLANEOUS FILING (MIS)	50.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

JONES DAY
ATTN: JENNIFER E. GLIEBE
41 S. HIGH ST., STE.1900
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

854834

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

GOULD ELECTRONICS INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MISCELLANEOUS FILING	**200335001610**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 16th day of December, A.D. 2003.

J. Kenneth Blackwell

Ohio Secretary of State

AFFIDAVIT

2003 DEC 16 PM 12:25

The undersigned, Judy Kokal, in her capacity as Assistant Secretary ("***Affiant***") of Gould Electronics Inc., an Ohio corporation (the "***Company***") deposes and sayeth for and on behalf of the Company as follows:

1. That on October 22, 2003, the Company authorized Jones Day to file a Certificate of Dissolution of the Company on its behalf with the Secretary of the State of Ohio calling for the dissolution of the Company as an Ohio corporation;

2. That the Certificate of Dissolution inadvertently contained an inaccurate effective date of "October 22, 2003" upon the face thereof rather than the accurate effective date of "December 5, 2003"; and

3. That the Company has requested, and the Secretary of the State of Ohio has acknowledged, that the accurate effective date of the filing of the Certificate of Dissolution of the Company is, and shall hereafter be, for all purposes, December 5, 2003.

Further Affiant sayeth naught.

GOULD ELECTRONICS INC.

By: Judy Kokal
Name: Judy Kokal
Title: Assistant Secretary

STATE OF: OHIO)
) ss
COUNTY OF: LAKE)

Subscribed and sworn to before me this 15 day of December, 2003.

Sharon M. Roach
Notary Public

SHARON M. ROACH
Notary Public, State of Ohio
My Commission Expires July 16, 2005
(Recorded in Lake County)

CLI-1149266v1

TOTAL P.02