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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WESTINGHOUSE AIR BRAKE COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF OCTOBER, A.D. 1989, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "WABCO ACQUISITION CORP." TO "RAIL ACQUISITION CORP.", FILED THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1989, AT 4 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE NINTH DAY OF MARCH, A.D. 1990, AT 11 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE NINTH DAY OF MARCH, A.D. 1990, AT 11:05 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "RAIL ACQUISITION CORP." TO "WESTINGHOUSE AIR BRAKE COMPANY", FILED THE NINTH DAY OF MARCH, A.D. 1990, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE EIGHTH DAY OF MAY, A.D. 1990, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIRST DAY OF MAY,

Edward J. Freel

Edward J. Freel, Secretary of State

2211085 8100H

991327400

AUTHENTICATION: 9909383

DATE: 08-06-99

State of Delaware

Office of the Secretary of State

A.D. 1991, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FIRST DAY OF MAY, A.D. 1991, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FOURTH DAY OF JANUARY, A.D. 1992, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FOURTH DAY OF JANUARY, A.D. 1992, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE FIRST DAY OF JULY, A.D. 1992, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE FIRST DAY OF JULY, A.D. 1992, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE THIRTY-FIRST DAY OF JANUARY, A.D. 1995, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF MARCH, A.D. 1995, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1997, AT 9:30 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1997, AT 9:31 O'CLOCK A.M.

Edward J. Freel

Edward J. Freel, Secretary of State

2211085 8100H

991327400

AUTHENTICATION: 9909383

DATE: 08-06-99

899292106

9AM FILED
OCT 19 1989
[signature]
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

WABCO ACQUISITION CORP.

FIRST: The name of the Corporation is WABCO Acquisition Corp. (hereinafter the "Corporation").

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

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1000 shares of Common Stock, each having a par value of one penny ($.01).

FIFTH: The name and mailing address of the Sole Incorporator is as follows:

Name	Mailing Address
Deborah M. Reusch	P.O. Box 636 Wilmington, DE 19899

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of

the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (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) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: 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.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, 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 19th day of October, 1989.

Deborah M. Reusch

Deborah M. Reusch
Sole Incorporator

899300106

4PM FILED

OCT 27 1989

[signature]
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
WABCO ACQUISITION CORP.

Pursuant to Section 241 of the General Corporation Law of the State of Delaware

---

Deborah M. Reusch, the sole incorporator of WABCO Acquisition Corp., a Delaware corporation (hereinafter called the "Corporation"), does hereby certify as follows:

FIRST: Article FIRST of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

> FIRST: The name of the corporation is Rail Acquisition Corp. (hereinafter the "Corporation").

SECOND: The foregoing amendment was duly adopted in accordance with Section 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, WABCO Acquisition Corp. has caused this Certificate to be duly executed in its corporate name this 27th day of October, 1989.

Deborah M. Reusch

Deborah M. Reusch
Sole Incorporator

909068054

RESTATED CERTIFICATE OF INCORPORATION

OF

RAIL ACQUISITION CORP.

* * * * *

FILED
11AM
MAR 9 1990
SECRETARY OF STATE

Original Certificate of Incorporation
Filed with the Secretary of State
on October 19, 1989

* * * * *

This Restated Certificate of Incorporation of Rail Acquisition Corp., originally incorporated as WABCO Acquisition Corp., was duly adopted by the Stockholders and board of directors of the corporation in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

FIRST: The name of the Corporation is Rail Acquisition Corp. (hereinafter the "Corporation").

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

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 15,695 shares consisting of:

1. 15,000 shares of Common Stock, each having a par value of one penny ($.01).

2. 695 shares of Preferred Stock, each having a par value of one hundred thousand dollars ($100,000).

The Board of Directors of the Corporation is expressly authorized, subject to limitations prescribed by law and the provisions of this Article FOURTH, to provide for the issuance from time to time in one or more series of any number of shares of Preferred Stock, and, by filing a certificate pursuant to the GCL, to establish the number of shares to be included in each such series, and to fix the designation, relative rights, preferences, qualifications and limitations of the shares of each such series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

A. The number of shares constituting that series and the distinctive designation of that series;

B. The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and whether they shall be payable in preference to, or in another relation to, the dividends payable on any other class or classes or series of stock;

C. Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

D. Whether that series shall have conversion or exchange privileges, and, if so, the terms and conditions of such conversion or exchange, including provision for adjustment of the conversion or exchange rate in such events as the Board of Directors shall determine;

E. Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the manner of selecting shares for redemption if less than all shares are to be redeemed, the date or dates upon or after which they shall be redeemable, and the amount per share payable in case the redemption, which amount may vary under different conditions and at different redemption dates;

F. Whether that series shall be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of that series, and, if so, the terms and amounts of such sinking fund;

G. The right of the shares of that series to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary; upon the issue of any additional stock (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding stock of the Corporation;

H. The right of the shares of that series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and whether such rights shall be in preference to, or in another relation to, the comparable rights of any other class or classes or series of stock; and

I. Any other relative, participating, optional or other special rights, qualifications, limitations or restrictions of that series.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders.

(1) The business and affairs of the Corporation shall be managed as set forth in the By-Laws of the Corporation.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyal-

ty 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) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated 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, said Rail Acquisition Corp. has caused its Restated Certificate of Incorporation to be executed in its corporate name by Robert J. Brooks, its Vice President, and attested by Robert J. Brooks, its Secretary, this 8th day of March, 1990.

RAIL ACQUISITION CORP.

By Robert J. Brooks
Robert J. Brooks
Vice President

Attest:

By Robert J. Brooks
Robert J. Brooks,
Secretary

909068055

RAIL ACQUISITION CORP.

CERTIFICATE OF DESIGNATIONS OF SERIES A PREFERRED STOCK

FILED 11:05AM MAR 9 1990

Relative Rights and Preferences and other Terms as Fixed and Determined by the Board of Directors

* * * * * *

Rail Acquisition Corp. ("RAC"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of RAC, by unanimous written consent dated March 9th, 1990, adopted the following resolution, which resolution remains in full force and effect as of the date hereof:

WHEREAS, the Board of Directors of RAC is authorized, within the limitations and restrictions stated in the Certificate of Incorporation, to fix by resolution or resolutions the designation of each series of Preferred Stock (the "Preferred Stock") and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limiting the generality of the foregoing, such provisions as may be desired concerning voting, redemption, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law of Delaware; and

WHEREAS, it is the desire of the Board of Directors of RAC pursuant to its authority as aforesaid, to authorize and fix the terms of a series of Preferred Stock and the number of shares constituting such series;

NOW, THEREFORE, BE IT RESOLVED, that there is hereby authorized such series of Preferred Stock on the terms and with the provisions herein set forth:

<u>Designation</u>. Five hundred and thirty five (535 shares of the Series A Preferred Stock, one hundred thousand dollars ($100,000) par value, shall constitute a series of such Preferred Stock designated as "Series A Preferred Stock" (the "Series A Preferred Stock").

below) not later than the day prior to the effective date of such consolidation, merger or sale of properties and assets.

(c) Redemption Price. The Series A Preferred Stock to be redeemed on the Redemption Date or thereafter or pursuant to subparagraph 2(b) above, shall be redeemed by payment for each share in cash the sum of one hundred thousand dollars ($100,000), plus in each case an amount equal to cumulated but unpaid dividends to the date of such redemption, such amount being hereinafter sometimes referred to as the "Redemption Price".

(d) Redeemed or Otherwise Acquired Shares to be Retired. Any shares of the Series A Preferred Stock redeemed prior to the Redemption Date pursuant to this paragraph 2 or otherwise acquired by RAC in any manner whatsoever shall be permanently retired and shall not under any circumstances be reissued; and RAC may from time to time take such appropriate corporate action as may be necessary to reduce the number of authorized shares of Series A Preferred Stock accordingly.

3. Liquidation. Upon any liquidation, dissolution or winding up of RAC, whether voluntary or involuntary, the holder of the shares of Series A Preferred Stock shall be entitled, before any distribution or payment is made upon any other series of Preferred Stock or Common Stock, to be paid an amount equal to $100,000 per share, and the holder of Series A Preferred Stock shall not be entitled to any further payment, such amounts being sometimes referred to as the "Liquidation Payments" If upon such liquidation, dissolution or winding up of RAC, whether voluntary or involuntary, the assets to be distributed to the holder of Series A Preferred Stock shall be insufficient to permit payment to such holders of the preferential amount to which it is entitled, then the entire assets of RAC to be so distributed shall be distributed to the holder of Series A Preferred Stock. Upon any such liquidation, dissolution or winding up of RAC, after the holder of Series A Preferred Stock shall have been paid in full the amounts to which it shall be entitled, the remaining net assets of RAC may be distributed to the holders of other series of Preferred Stock and to the holders of Common Stock. Written notice of such liquidation, dissolution or winding up, stating a payment date, the amount of the Liquidation Payments and the place where said Liquidation Payments shall be payable, shall be given by mail, postage prepaid, not less than 30 days prior to the payment date stated therein, to the holder of record of Series A Preferred Stock.

4. Voting Rights. Except as otherwise provided by law and the Certificate of Incorporation, the holder of Series A Preferred Stock shall vote as a class on the following matters:

(a) Any amendment to the Certificate of Incorporation or By-laws of RAC,

(b) The authorization, issuance or sale of any class or series of voting or non-voting capital stock of RAC,

(c) Any merger or consolidation or similar transaction entered into by RAC with any other person or entity,

(d) Any liquidation, dissolution winding up or filing under any creditors' protection statutes of RAC,

and RAC shall not make any decision at a meeting of the Stockholders without the affirmative vote of the class of holders of Series A Preferred Stock.

5. Restrictions. At any time when shares of Series A Preferred Stock are outstanding, except where the vote or written consent of the holders of a greater number of shares of RAC is required by law or by the Certificate of Incorporation and in addition to any other vote required by law, without the prior consent of the holders of a majority of the outstanding shares of Series A Preferred Stock, voting as a class, given in person or by proxy, either in writing or at a special meeting called for that purpose, at which meeting the holders of the shares of such Series A Preferred Stock shall vote together as a separate class:

(a) RAC will not create or authorize the creation of any additional class of shares of stock unless the same ranks junior to the Series A Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of RAC, or increase the authorized amount of the Series A Preferred Stock or increase the authorized amount of any additional class of shares of stock unless the same ranks junior to the Series A Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of RAC, or create or authorize any obligation or security convertible into shares of Series A Preferred Stock or into shares of any other class of stock unless the same ranks junior to the Series A Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of RAC, whether any such creation or authorization or increase shall be by means of amendment of RAC's Certificate of Incorporation or by merger, consolidation or otherwise.

(b) RAC will not amend, alter or repeal its Certificate of Incorporation or By-laws in any manner so as to adversely affect the respective relative rights and preferences of the Series A Preferred Stock or adversely affects the Series A Preferred Stock or the holder thereof.

6. Non-Performance. (a) (i) In the event that the operating performance of RAC for any applicable period is Substantially Below the goals determined for the operation and

set out in Exhibit 1 to this Certificate, or (ii) in the event there is a Material Default (which has not been cured or waived) under any Material Indebtedness of RAC, then the holder of the Series A Preferred Stock shall have the right to nominate one Director to the Board of Directors of RAC.

After such Director nominated by the holder of the Series A Preferred Stock has been elected to the Board of Directors, quorum shall be constituted by a majority of all Directors of the Board.

Furthermore, in the event there is a Material Default (which has not been cured or waived) under any Material Indebtedness of RAC, and provided that the holder of the Series A Preferred Stock has not nominated or otherwise appointed or elected an additional Director as provided for in (i) above, the holder of the Series A Preferred Stock shall have the right to (A) purchase one share of Common Stock of RAC from RAC, at nominal value, and (B) nominate one Director to the Board of Directors of RAC.

After the purchase of such additional share of Common Stock and the nomination of such additional Director, Sections 5.1.2 (c) and (d) of the Stockholders Agreement shall no longer apply.

(b) Determination of an Event of Non-Performance. The following terms shall, when used to determine whether an event of non-performance has occurred, have the meaning set forth below.

Substantially Below shall mean 25% or more below free cash flow as specified in Exhibit 1 ("Free Cash Flow") in any one Fiscal Year or 15% below Free Cash Flow in any two consecutive Fiscal Years.

Material Default shall mean any (i) payment default under any instrument of Material Indebtedness which has not been cured or waived within five business days from the occurrence of such default, or (ii) other event of default under any instrument of Material Indebtedness which has resulted in an acceleration of such Material Indebtedness.

Material Indebtedness shall mean any borrowing under the Credit Agreement and any other borrowings under an instrument of indebtedness of $100,000 or more.

7. Tax Matters. The holder of the Series A Preferred Stock shall from time to time furnish funds to RAC necessary for any withholding tax payments to be made by RAC under applicable tax laws and regulations on dividends made by RAC to such holder hereunder.

IN WITNESS WHEREOF, Rail Acquisition Corp. has caused this certificate to be executed in its corporate name by its Vice President and its Secretary, respectively, this 9th day of March, 1990.

Vice President
Robert J. Brooks

Attest:

Secretary
Robert J. Brooks

909068180

FILED
4:30 PM
MAR 9 1990
[signature]
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

TO THE

RESTATED CERTIFICATE OF INCORPORATION

OF

RAIL ACQUISITION CORP.

Pursuant to Sections 242 and 228 of the General Corporation Law of the State of Delaware

---

Rail Acquisition Corp., a Delaware corporation (hereinafter called the "Corporation"), does hereby certify as follows:

FIRST: That the Restated Certificate of Incorporation of the Corporation is hereby amended by changing Article FIRST thereof so that, as amended, said Article shall read as follows:

"FIRST: The name of this corporation is Westinghouse Air Brake Company, (hereinafter called the "Corporation")."

SECOND: That the foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Rail Acquisition Corp. has caused this Certificate of Amendment to be executed in its corporate name by Robert J. Brooks, its Vice President and attested by Robert J. Brooks, its Secretary this 9th day of March, 1990.

Rail Acquisition Corp.

By ______________________
Robert J. Brooks
Vice President

Attest:

By ______________________
Robert J. Brooks
Secretary

909128016

FILED

MAY 8 1990
4:30PM
SECRETARY OF STATE

WESTINGHOUSE AIR BRAKE COMPANY

CERTIFICATE OF DESIGNATIONS OF SERIES B PREFERRED STOCK

Relative Rights and Preferences and
other Terms as Fixed and Determined by the
Board of Directors

* * * * * *

Rail Acquisition Corp. ("WABCO"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of WABCO, by unanimous written consent dated May 8, 1990, adopted the following resolution, which resolution remains in full force and effect as of the date hereof:

WHEREAS, the Board of Directors of WABCO is authorized, within the limitations and restrictions stated in the Certificate of Incorporation, to fix by resolution or resolutions the designation of each series of Preferred Stock (the "Preferred Stock") and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limiting the generality of the foregoing, such provisions as may be desired concerning voting, redemption, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law of Delaware; and

WHEREAS, it is the desire of the Board of Directors of WABCO pursuant to its authority as aforesaid, to authorize and fix the terms of a series of Preferred Stock and the number of shares constituting such series;

NOW, THEREFORE, BE IT RESOLVED, that there is hereby authorized such series of Preferred Stock on the terms and with the provisions herein set forth:

<u>Designation</u>. One hundred and sixty (160) shares of the Series B Preferred Stock, one hundred thousand dollars ($100,000) par value, shall constitute a series of such Preferred Stock designated as "Series B Preferred Stock" (the "Series B Preferred Stock").

SERIES B PREFERRED STOCK

1. Dividends. WABCO shall issue additional Series B Preferred Stock to the holder of the Series B Preferred Stock in a principal amount equal to an annual rate of 8% of the initial par value of the Series B Preferred Stock issued and outstanding on each Payment Date Payment Date shall mean each June 30 and December 31, beginning 1990. In no event, so long as any Series B Preferred Stock shall remain outstanding, shall any dividend whatsoever be declared or paid upon, nor shall any distribution be made upon, any other series of Preferred Stock or any Common Stock, nor shall any shares of any other series of Preferred Stock or Common Stock be purchased or redeemed by WABCO nor shall any moneys be paid to or made available for a sinking fund for the purchase or redemption of any other series of Preferred Stock or any Common Stock except as prescribed in that certain Stockholders Agreement dated as of February 28, 1990 (the "Stockholders Agreement"), without, in each such case, the written consent of the holder of a majority of the outstanding Series B Preferred Stock voting together as a class.

2. Redemption. The shares of Series B Preferred Stock shall be redeemable only in the manner as prescribed below:

(a) Redemption. With the exception of paragraph 2(b) below, WABCO shall not redeem any of the shares of the Series B Preferred Stock earlier than the later of March 31, 1995 and the date when there are no amounts outstanding under the Credit Agreement (as defined in the Stockholders Agreement) and the commitments of the Banks thereunder have been terminated. Such date is hereinafter referred to as the "Redemption Date". At the Redemption Date, or any time thereafter, the holder of the shares of the Series B Preferred Stock shall have the right to put and WABCO shall redeem all, but not less than all, of the shares of Series B Preferred Stock.

(b) Consolidation or merger. In the event of a consolidation or merger of WABCO with, or into, any other corporation (other than a merger in which WABCO is the surviving corporation and which will not result in more than 50% of the capital stock of WABCO outstanding immediately after the effective date of such merger being owned, of record or beneficially, by persons other than the holders of such capital stock immediately prior to such merger), and in the case of a sale of all or substantially all of the properties and assets of WABCO as an entirety to any other person, WABCO shall, not later than 20 days prior to the effective date of any such consolidation, merger or sale of properties and assets, give notice thereof to the holder of shares of Series B Preferred Stock and, in the event that within 15 days after receipt of such notice, the holder of shares of Series B Preferred Stock shall elect, by written notice to WABCO, to have any or all of its shares of Series B Preferred Stock redeemed, the Corporation shall redeem the same (in the manner and with the effect provided in subparagraphs 2(c) through 2(d) below) not later than the day prior to the effective date of such consolidation, merger or sale of properties and assets.

(c) Redemption Price. The Series B Preferred Stock to be redeemed on the Redemption Date or thereafter or pursuant to subparagraph 2(b) above, shall be redeemed by payment for each share in cash the sum of one hundred thousand dollars ($100,000), plus in each case an amount equal to cumulated but unpaid dividends to the date of such redemption, such amount being hereinafter sometimes referred to as the "Redemption Price".

(d) Redeemed or Otherwise Acquired Shares to be Retired. Any shares of the Series B Preferred Stock redeemed prior to the Redemption Date pursuant to this paragraph 2 or otherwise acquired by WABCO in any manner whatsoever shall be permanently retired and shall not under any circumstances be reissued; and WABCO may from time to time take such appropriate corporate action as may be necessary to reduce the number of authorized shares of Series B Preferred Stock accordingly.

3. Liquidation. Upon any liquidation, dissolution or winding up of WABCO, whether voluntary or involuntary, the holder of the shares of Series B Preferred Stock shall be entitled, before any distribution or payment is made upon any other series of Preferred Stock, other than the Series A Preferred Stock, or Common Stock, to be paid an amount equal to $100,000 per share, and the holder of Series B Preferred Stock shall not be entitled to any further payment, such amounts being sometimes referred to as the "Liquidation Payments" If upon such liquidation, dissolution or winding up of WABCO, whether voluntary or involuntary, the assets to be distributed to the holder of Series B Preferred Stock shall be insufficient to permit payment to such holders of the preferential amount to which it is entitled, then the entire assets of WABCO to be so distributed shall be distributed to the holder of Series B Preferred Stock. Upon any such liquidation, dissolution or winding up of WABCO, after the holder of Series B Preferred Stock shall have been paid in full the amounts to which it shall be entitled, the remaining net assets of WABCO may be distributed to the holders of other series of Preferred Stock and to the holders of Common Stock. Written notice of such liquidation, dissolution or winding up, stating a payment date, the amount of the Liquidation Payments and the place where said Liquidation Payments shall be payable, shall be given by mail, postage prepaid, not less than 30 days prior to the payment date stated therein, to the holder of record of Series B Preferred Stock.

4. Voting Rights. Except as otherwise provided by law and the Certificate of Incorporation, the holder of Series B Preferred Stock shall vote as a class on the following matters:

(a) Any amendment to the Certificate of Incorporation or By-laws of WABCO,

(b) The authorization, issuance or sale of any class or series of voting or non-voting capital stock of WABCO,

(c) Any merger or consolidation or similar transaction entered into by WABCO with any other person or entity,

(d) Any liquidation, dissolution winding up or filing under any creditors' protection statutes of WABCO,

and WABCO shall not make any decision at a meeting of the Stockholders without the affirmative vote of the class of holders of Series B Preferred Stock.

5. Restrictions. At any time when shares of Series B Preferred Stock are outstanding, except where the vote or written consent of the holders of a greater number of shares of WABCO is required by law or by the Certificate of Incorporation and in addition to any other vote required by law, without the prior consent of the holders of a majority of the outstanding shares of Series B Preferred Stock, voting as a class, given in person or by proxy, either in writing or at a special meeting called for that purpose, at which meeting the holders of the shares of such Series B Preferred Stock shall vote together as a separate class:

(a) WABCO will not create or authorize the creation of any additional class of shares of stock unless the same ranks junior to the Series B Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of WABCO, or increase the authorized amount of the Series B Preferred Stock or increase the authorized amount of any additional class of shares of stock unless the same ranks junior to the Series B Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of WABCO, or create or authorize any obligation or security convertible into shares of Series B Preferred Stock or into shares of any other class of stock unless the same ranks junior to the Series B Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of WABCO, whether any such creation or authorization or increase shall be by means of amendment of WABCO's Certificate of Incorporation or by merger, consolidation or otherwise.

(b) WABCO will not amend, alter or repeal its Certificate of Incorporation or By-laws in any manner so as to adversely affect the respective relative rights and preferences of the Series B Preferred Stock or adversely affects the Series B Preferred Stock or the holder thereof.

6. Tax Matters. The holder of the Series B Preferred Stock shall from time to time furnish funds to WABCO necessary for any withholding tax payments to be made by WABCO under applicable tax laws and regulations on dividends made by WABCO to such holder hereunder.

IN WITNESS WHEREOF, Westinghouse Air Brake Company has caused this certificate to be executed in its corporate name by its Vice President and Secretary, respectively, this 8th day of May, 1990.

Vice President

Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/21/1991
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CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
WESTINGHOUSE AIR BRAKE COMPANY

Adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware

Westinghouse Air Brake Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("GCL"), DOES HEREBY CERTIFY:

FIRST: That the Restated Certificate of Incorporation of the Corporation is hereby amended by changing Article FOURTH thereof so that, as amended, said Article shall read as follows:

FOURTH: The total number of shares of all classes of stock of which the Corporation shall have authority to issue is 15,895 shares consisting of:

1. 15,000 shares of Common Stock, each having a par value of one penny ($.01).
2. 895 shares of Preferred Stock, each having a par value of one hundred thousand dollars ($100,000).

The Board of Directors of the Corporation is expressly authorized, subject to limitations prescribed by law and the provisions of this Article FOURTH, to provide for the issuance from time to time in one or more series of any number of shares of Preferred Stock, and, by filing a certificate pursuant to the GCL, to establish the number of shares to be included in each such series, and to fix the designation, relative rights, preferences, qualifications and limitations of the shares of each such series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

A. The number of shares constituting that series and the distinctive designation of that series;

B. The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and whether they shall be payable in preference to, or in another relation to, the dividends payable on any other class or classes or series of stock:

C. Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

D. Whether that series shall have conversion or exchange privileges, and, if so, the terms and conditions of such conversion or exchange, including provision for adjustment of the conversion or exchange rate in such events as the Board of Directors shall determine;

E. Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the manner of selecting shares for redemption if less than all shares are to be redeemed, the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

F. Whether that series shall be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of that series, and, if so, the terms and amounts of such sinking fund;

G. The right of the shares of that series to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary; upon the issue of any additional stock (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding stock of the Corporation;

H. The right of the shares of that series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and whether such rights shall be in preference to, or in another relation to, the comparable rights of any other class or classes or series of stock; and

I. Any other relative, participating, optional or other special rights, qualifications, limitations or restrictions of that series.

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SECOND: That the foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the GCL.

IN WITNESS WHEREOF, Westinghouse Air Brake Company has caused this Certificate to be signed by Wm Kassling, its CEO and attested by Robert Brooks, its CFO, this 8 day of May, 1991.

ATTEST:

By [signature]
Title: CFO

WESTINGHOUSE AIR BRAKE COMPANY

By [signature]
Title: CEO

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 05/21/1991
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BY CHERYL WYATT

WESTINGHOUSE AIR BRAKE COMPANY

CERTIFICATE OF DESIGNATIONS OF SERIES A PREFERRED STOCK

Relative Rights and Preferences and other Terms as Fixed and Determined by the Board of Directors

* * * * * *

Westinghouse Air Brake Company ("WABCO"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of WABCO, by unanimous written consent dated May 8, 1991, adopted the following resolution, which resolution remains in full force and effect as of the date hereof:

WHEREAS, the Board of Directors of WABCO is authorized, within the limitations and restrictions stated in the Restated Certificate of Incorporation, to fix by resolution or resolutions the designation of each series of Preferred Stock (the "Preferred Stock") and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limiting the generality of the foregoing, such provisions as may be desired concerning voting, redemption, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law of Delaware;

WHEREAS, the Board of Directors of WABCO previously authorized 535 shares of Series A Preferred Stock pursuant to the Certificate of Designations of Series A Preferred Stock filed on March 9, 1990 with the Delaware Secretary of State; and

WHEREAS, it is the desire of the Board of Directors of WABCO pursuant to its authority as aforesaid, to amend and restate in its entirety the Certificate of Designations of Series A Preferred Stock;

NOW, THEREFORE, BE IT RESOLVED, that there is hereby authorized such series of Preferred Stock on the terms and with the provisions herein set forth:

Designation. Seven hundred and thirty five (735 shares of the Series A Preferred Stock, one hundred thousand dollars ($100,000) par value, shall constitute a series of such Preferred Stock designated as "Series A Preferred Stock" (the "Series A Preferred Stock").

SERIES A PREFERRED STOCK

1. Dividends. WABCO shall issue additional Series A Preferred Stock to the holder of the Series A Preferred Stock in a principal amount equal to an annual rate of 12.5% of the aggregate par value of the Series A Preferred Stock issued and outstanding on each Payment Date. Payment Date shall mean each June 30 and December 31, beginning 1990. In no event, so long as any Series A Preferred Stock shall remain outstanding, shall any dividend whatsoever be declared or paid upon, nor shall any distribution be made upon, any other series of Preferred Stock or any Common Stock, nor shall any shares of any other series of Preferred Stock or Common Stock be purchased or redeemed by WABCO nor shall any moneys be paid to or made available for a sinking fund for the purchase or redemption of any other series of Preferred Stock or any Common Stock except as prescribed in that certain Stockholders Agreement dated as of February 28, 1990 (the "Stockholders Agreement"), without, in each such case, the written consent of the holder of a majority of the outstanding Series A Preferred Stock voting together as a class.

2. Redemption. The shares of Series A Preferred Stock shall be redeemable only in the manner as prescribed below.

(a) Redemption. With the exception of paragraph 2(b) below, WABCO shall not redeem any of the shares of the Series A Preferred Stock earlier than January 1, 2000. Such date is hereinafter referred to as the "Redemption Date". At the Redemption Date, or any time thereafter, the holder of the shares of the Series A Preferred Stock shall have the right to put and WABCO shall redeem all, but not less than all, of the shares of Series A Preferred Stock.

(b) Consolidation or Merger. In the event of a consolidation or merger of WABCO with, or into, any other corporation (other than a merger in which WABCO is the surviving corporation and which will not result in more than 50% of the capital stock of WABCO outstanding immediately after the effective date of such merger being owned, of record or beneficially, by persons other than the holders of such capital stock immediately prior to such merger), and in the case of a sale of all or substantially all of the properties and assets of WABCO as an entirety to any other person, WABCO shall, not later than 20 days prior to the effective date of any such consolidation, merger or sale of properties and assets, give notice thereof to the holder of shares of Series A Preferred Stock and, in the event that within 15 days after receipt of such notice, the holder of shares of Series A Preferred Stock shall elect, by written notice to WABCO, to have any or all of its shares of Series A Preferred Stock redeemed, WABCO shall redeem the same (in the manner and with the effect provided in subparagraph 2(c) through 2(d) below) not later than the day prior to the effective date of such consolidation, merger or sale of properties and assets.

(c) Redemption Price. The Series A Preferred Stock to be redeemed on the Redemption Date or thereafter or pursuant to subparagraph 2(b) above, shall be redeemed by payment for each share in cash the sum of one hundred thousand dollars ($100,000), plus in each case an amount equal to cumulated but unpaid dividends to the date of such redemption, such amount being hereinafter sometimes referred to as the "Redemption Price".

(d) Redeemed or Otherwise Acquired Shares to be Retired. Any shares of the Series A Preferred Stock redeemed prior to the Redemption Date pursuant to this paragraph 2 or otherwise acquired by WABCO in any manner whatsoever shall be permanently retired and shall not under any circumstances be reissued; and WABCO may from time to time take such appropriate corporate action as may be necessary to reduce the number of authorized shares of Series A Preferred Stock accordingly.

3. Liquidation. Upon any liquidation, dissolution or winding up of WABCO, whether voluntary or involuntary, the holder of the shares of Series A Preferred Stock shall be entitled, before any distribution or payment is made upon any other series of Preferred Stock or Common Stock, to be paid an amount equal to $100,000 per share, and the holder of Series A Preferred Stock shall not be entitled to any further payment, such amounts being sometimes referred to as the "Liquidation Payments". If upon such liquidation, dissolution or winding up of WABCO, whether voluntary or involuntary, the assets to be distributed to the holder of Series A Preferred Stock shall be insufficient to permit payment to such holders of the preferential amount to which it is entitled, then the entire assets of WABCO to be so distributed shall be distributed to the holder of Series A Preferred Stock. Upon any such liquidation, dissolution or winding up of WABCO after the holder of Series A Preferred Stock shall have been paid in full the amounts to which it shall be entitled, the remaining net assets of WABCO may be distributed to the holders of other series of Preferred Stock and to the holders of Common Stock. Written notice of such liquidation, dissolution or winding up, stating a payment date, the amount of the Liquidation Payments and the place where said Liquidation Payments shall be payable, shall be given by mail, postage prepaid, not less than 30 days prior to the payment date stated therein, to the holder of record of Series A Preferred Stock.

4. Voting Rights. Except as otherwise provided by law and the Restated Certificate of Incorporation, the holder of Series A Preferred Stock shall vote as a class on the following matters:

(a) Any amendment to the Restated Certificate of Incorporation or By-laws of WABCO,

(b) The authorization, issuance or sale of any class or series of voting or non-voting capital stock of WABCO,

(c) Any merger or consolidation or similar transaction entered into by WABCO with any other person or entity,

(d) Any liquidation, dissolution winding up or filing under any creditors' protection statutes of WABCO,

and WABCO shall not make any decision at a meeting of the Stockholders without the affirmative vote of the class of holders of Series A Preferred Stock.

5. Restrictions. At any time when shares of Series A Preferred Stock are outstanding, except where the vote or written consent of the holders of a greater number of shares of WABCO is required by law or by the Restated Certificate of Incorporation and in addition to any other vote required by law, without the prior consent of the holders of a majority of the outstanding shares of Series A Preferred Stock, voting as a class, given in person or by proxy, either in writing or at a special meeting called for that purpose, at which meeting the holders of the shares of such Series A Preferred Stock shall vote together as a separate class:

(a) WABCO will not create or authorize the creation of any additional class of shares of stock unless the same ranks junior to the Series A Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of WABCO, or increase the authorized amount of the Series A Preferred Stock or increase the authorized amount of any additional class of shares of stock unless the same ranks junior to the Series A Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of WABCO, or create or authorize any obligation or security convertible into shares of Series A Preferred Stock or into shares of any other class of stock unless the same ranks junior to the Series A Preferred Stock as to the distribution or winding up of WABCO, whether any such creation or authorization or increase shall be by means of amendment of WABCO's Restated Certificate of Incorporation or by merger, consolidation or otherwise.

(b) WABCO will not amend, alter or repeal its Restated Certificate of Incorporation or By-laws in any manner so as to adversely affect the respective relative rights and preferences of the Series A Preferred Stock or adversely affect the Series A Preferred Stock or the holder thereof.

6. Non-Performance. (a) (i) In the event that the operating performance of WABCO for any applicable period is Substantially Below the goals determined for the operation and set out in an Exhibit on file at the principal office of WABCO, or (ii) in the event there is a Material Default (which has not been cured or waived) under any Material Indebtedness of WABCO, then the holder of the Series A Preferred Stock shall have the right to nominate one Director to the Board of Directors of WABCO.

After such Director nominated by the holder of the Series A Preferred Stock has been elected to the Board of Directors, quorum shall be constituted by a majority of all Directors of the Board.

Furthermore, in the event there is a Material Default (which has not been cured or waived) under any Material Indebtedness of WABCO, and provided that the holder of the Series A Preferred Stock has not nominated or otherwise appointed or elected an additional Director as provided for in (i) above, the holder of the Series A Preferred Stock shall have the right to (A) purchase one share of Common Stock of WABCO from WABCO, at nominal value, and (B) nominate one Director to the Board of Directors of WABCO.

After the purchase of such additional share of Common Stock and the nomination of such additional Director, Sections 5.1.2 (c) and (d) of the Stockholders Agreement shall no longer apply.

(b) Determination of an Event of Non-Performance. The following terms shall, when used to determine whether an event of non-performance has occurred, have the meaning set forth below.

Substantially Below shall mean 25% or more below free cash flow as specified in the Exhibit referred to above in paragraph 6(a)(i) ("Free Cash Flow") in any one Fiscal Year or 15% below Free Cash Flow in any two consecutive Fiscal Years.

Material Default shall mean any (i) payment default under any instrument of Material Indebtedness which has not been cured or waived within five business days from the occurrence of such default, or (ii) other event of default under any instrument of Material Indebtedness which has resulted in an acceleration of such Material Indebtedness.

Material Indebtedness shall mean any borrowing under the Credit Agreement and any other borrowings under an instrument of indebtedness of $100,000 or more.

7. Tax Matters. The holder of the Series A Preferred Stock shall from time to time furnish funds to WABCO necessary for any withholding tax payments to be made by WABCO under applicable tax laws and regulations on dividends made by WABCO to such holder hereunder.

IN WITNESS WHEREOF, Westinghouse Air Brake Company has caused this Certificate to be executed in its corporate name by its CEO and its CFO & Secretary, respectively, this 8th day of May, 1991.

By ______________________

Title: CEO

Attest:

____

Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/24/1992
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WESTINGHOUSE AIR BRAKE COMPANY

AMENDMENT TO CERTIFICATE OF DESIGNATIONS OF SERIES A PREFERRED STOCK

Relative Rights and Preferences and other Terms as Fixed and Determined by the Board of Directors

* * * * * * *

Westinghouse Air Brake Company ("WABCO"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of WABCO, by unanimous written consent dated November 14, 1991, adopted the following resolution, which resolution remains in full force and effect as of the date hereof:

WHEREAS, the Board of Directors of WABCO is authorized, within the limitations and restrictions stated in the Restated Certificate of Incorporation, to fix by resolution or resolutions the designation of each series of Preferred Stock (the "Preferred Stock") and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limiting the generality of the foregoing, such provisions as may be desired concerning voting, redemption, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law of Delaware; and

WHEREAS, it is the desire of the Board of Directors of WABCO pursuant to its authority as aforesaid, to amend the Certificate of Designations of Series A Preferred Stock;

NOW, THEREFORE, BE IT RESOLVED, that Paragraph 2 of the Certificate of Designations of Series A Preferred Stock (the "Certificate") is hereby amended in its entirety to read as follows:

"2. Redemption. The shares of Series A Preferred Stock shall be redeemable at any time by WABCO."

NOW, THEREFORE, BE IT RESOLVED, that Paragraphs 4 and 6 of the Certificate are hereby deleted in their entirety.

94:543612

IN WITNESS WHEREOF, Westinghouse Air Brake Company has caused this Certificate to be executed in its corporate name by its President and its Secretary, respectively, this 2 day of December, 1991.

By [signature]
Title: CEO & President

Attest:

[signature]
Secretary

JAN-23-98 THU 14:58

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/24/1992
920245121 - 2211085

94:543611

WESTINGHOUSE AIR BRAKE COMPANY

AMENDMENT AND RESTATEMENT OF THE
CERTIFICATE OF DESIGNATIONS OF SERIES B PREFERRED STOCK

Relative Rights and Preferences and
other Terms as Fixed and Determined by the
Board of Directors

* * * * * *

Westinghouse Air Brake Company ("WABCO"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of WABCO, by unanimous written consent dated November 4, 1991, ratified and adopted the following resolution, which resolution remains in full force and effect as of the date hereof:

WHEREAS, the Board of Directors of WABCO is authorized, within the limitations and restrictions stated in the Restated Certificate of Incorporation, to fix by resolution or resolutions the designation of each series of Preferred Stock (the "Preferred Stock") and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limiting the generality of the foregoing, such provisions as may be desired concerning voting, redemption, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law of Delaware;

WHEREAS, the Board of Directors of WABCO previously authorized 160 shares of Series B Preferred Stock pursuant to the Certificate of Designations of Series B Preferred Stock filed on May 8, 1990 with the Delaware Secretary of State; and

WHEREAS, it is the desire of the Board of Directors of WABCO pursuant to its authority as aforesaid, to amend and restate in its entirety the Certificate of Designations of Series B Preferred Stock;

NOW, THEREFORE, BE IT RESOLVED, that there is hereby authorized such series of Preferred Stock on the terms and with the provisions herein set forth:

<u>Designation</u>. One hundred and sixty (160 shares of the Series B Preferred Stock, one hundred thousand dollars ($100,000) par value, shall constitute a series of such Preferred

Stock designated as "Series B Preferred Stock" (the "Series B Preferred Stock").

SERIES B PREFERRED STOCK

1. Dividends. WABCO shall issue additional Series B Preferred Stock to the holder of the Series B Preferred Stock in a principal amount equal to an annual rate of 8% of the aggregate par value of the Series B Preferred Stock issued and outstanding on each Payment Date. Payment Date shall mean each June 30 and December 31, beginning 1990. In no event, so long as any Series B Preferred Stock shall remain outstanding, shall any dividend whatsoever be declared or paid upon, nor shall any distribution be made upon, any other series of Preferred Stock or any Common Stock, nor shall any shares of any other series of Preferred Stock or Common Stock be purchased or redeemed by WABCO nor shall any moneys be paid to or made available for a sinking fund for the purchase or redemption of any other series of Preferred Stock or any Common Stock except as prescribed in that certain Stockholders Agreement dated as of February 28, 1990 (the "Stockholders Agreement"), without, in each such case, the written consent of the holder of a majority of the outstanding Series B Preferred Stock voting together as a class.

2. Redemption. The shares of Series B Preferred Stock shall be redeemable at any time by WABCO.

3. Liquidation. Upon any liquidation, dissolution or winding up of WABCO, whether voluntary or involuntary, the holder of the shares of Series B Preferred Stock shall be entitled, before any distribution or payment is made upon any other series of Preferred Stock or Common Stock, to be paid an amount equal to $100,000 per share, and the holder of Series B Preferred Stock shall not be entitled to any further payment, such amounts being sometimes referred to as the "Liquidation Payments". If upon such liquidation, dissolution or winding up of WABCO, whether voluntary or involuntary, the assets to be distributed to the holder of Series B Preferred Stock shall be insufficient to permit payment to such holders of the preferential amount to which it is entitled, then the entire assets of WABCO to be so distributed shall be distributed to the holder of Series B Preferred Stock. Upon any such liquidation, dissolution or winding up of WABCO after the holder of Series B Preferred Stock shall have been paid in full the amounts to which it shall be entitled, the remaining net assets of WABCO may be distributed to the holders of other series of Preferred Stock and to the holders of Common Stock. Written notice of such liquidation, dissolution or winding up, stating a payment date, the amount of the Liquidation Payments and the place where said Liquidation Payments shall be payable, shall be given by mail, postage prepaid, not less than 30 days prior to the payment date stated therein, to the holder of record of Series B Preferred Stock.

4. Restrictions. At any time when shares of Series B Preferred Stock are outstanding, except where the vote or written consent of the holders of a greater number of shares of WABCO is required by law or by the Restated Certificate of Incorporation and in addition to any other vote required by law, without the prior consent of the holders of a majority of the outstanding shares of Series B Preferred Stock, voting as a class, given in person or by proxy, either in writing or at a special meeting called for that purpose, at which meeting the holders of the shares of such Series B Preferred Stock shall vote together as a separate class:

(a) WABCO will not create or authorize the creation of any additional class of shares of stock unless the same ranks junior to the Series B Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of WABCO, or increase the authorized amount of the Series B Preferred Stock or increase the authorized amount of any additional class of shares of stock unless the same ranks junior to the Series B Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of WABCO, or create or authorize any obligation or security convertible into shares of Series B Preferred Stock or into shares of any other class of stock unless the same ranks junior to the Series B Preferred Stock as to the distribution or winding up of WABCO, whether any such creation or authorization or increase shall be by means of amendment of WABCO's Restated Certificate of Incorporation or by merger, consolidation or otherwise.

(b) WABCO will not amend, alter or repeal its Restated Certificate of Incorporation or By-laws in any manner so as to adversely affect the respective relative rights and preferences of the Series B Preferred Stock or adversely affect the Series B Preferred Stock or the holder thereof.

5. Tax Matters. The holder of the Series B Preferred Stock shall from time to time furnish funds to WABCO necessary for any withholding tax payments to be made by WABCO under applicable tax laws and regulations on dividends made by WABCO to such holder hereunder.

IN WITNESS WHEREOF, Westinghouse Air Brake Company has caused this Certificate to be executed in its corporate name by its President and its Secretary, respectively, this 2 day of December, 1991.

By [signature]
Title: CEO & President

Attest: [signature]

Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/01/1992
921835161 - 2211085

WESTINGHOUSE AIR BRAKE COMPANY

AMENDMENT TO CERTIFICATE OF DESIGNATIONS OF SERIES A PREFERRED STOCK

Relative Rights and Preferences and other Terms as Fixed and Determined by the Board of Directors

* * * * * * *

Westinghouse Air Brake Company ("WABCO"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of WABCO, by unanimous written consent dated as of June 16, 1992, adopted the following resolution, which resolution remains in full force and effect as of the date hereof:

WHEREAS, the Board of Directors of WABCO is authorized, within the limitations and restrictions stated in the Restated Certificate of Incorporation, to fix by resolution or resolutions the designation of each series of Preferred Stock (the "Preferred Stock") and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limiting the generality of the foregoing, such provisions as may be desired concerning voting, redemption, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law of Delaware; and

WHEREAS, it is the desire of the Board of Directors of WABCO pursuant to its authority as aforesaid, to amend the Certificate of Designations of Series A Preferred Stock;

NOW, THEREFORE, BE IT RESOLVED, that Paragraph 2 of the Certificate of Designations of Series A Preferred Stock (the "Certificate") is hereby amended in its entirety to read as follows:

"2. Redemption. The shares of Series A Preferred Stock shall be redeemable only in the manner as prescribed below.

(a) Redemption. With the exception of paragraph 2(b) below, WABCO shall not redeem any of the shares of the Series A Preferred Stock earlier than January 1, 2000. Such date is hereinafter referred to as the "Redemption Date". At the Redemption Date, or any time thereafter, the holder of the shares of the Series A Preferred Stock shall have the right to put and WABCO shall redeem all, but not less than all, of the shares of Series A Preferred Stock.

(b) Consolidation or Merger. In the event of a consolidation or merger of WABCO with, or into, any other corporation (other than a merger in which WABCO is the surviving corporation and which will not result in more than 50% of the capital stock of WABCO outstanding immediately after the effective date of such merger being owned, of record or beneficially, by persons other than the holders of such capital stock immediately prior to such merger), and in the case of a sale of all or substantially all of the properties and assets of WABCO as an entirety to any other person, WABCO shall, not later than 20 days prior to the effective date of any such consolidation, merger or sale of properties and assets, give notice thereof to the holder of shares of Series A Preferred Stock and, in the event that within 15 days after receipt of such notice, the holder of shares of Series A Preferred Stock shall elect, by written notice to WABCO, to have any or all of its shares of Series A Preferred Stock redeemed, WABCO shall redeem the same (in the manner and with the effect provided in subparagraph 2(c) through 2(d) below) not later than the day prior to the effective date of such consolidation, merger or sale of properties and assets.

(c) Redemption Price. The Series A Preferred Stock to be redeemed on the Redemption Date or thereafter or pursuant to subparagraph 2(b) above, shall be redeemed by payment for each share in cash the sum of one hundred thousand dollars ($100,000), plus in each case an amount equal to cumulated but unpaid dividends to the date of such redemption, such amount being hereinafter sometimes referred to as the "Redemption Price".

(d) Redeemed or Otherwise Acquired Shares to be Retired. Any shares of the Series A Preferred Stock redeemed prior to the Redemption Date pursuant to this paragraph 2 or otherwise acquired by WABCO in any manner whatsoever shall be permanently retired and shall not under any circumstances be reissued; and WABCO may from time to time take such appropriate corporate action as may be necessary to reduce the number of authorized shares of Series A Preferred Stock accordingly."

IN WITNESS WHEREOF, Westinghouse Air Brake Company has caused this Certificate to be executed in its corporate name by its President and its Secretary, respectively, as of this 16th day of June, 1992.

By ____________________
Title: President

Attest:

____
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/01/1992
921835162 - 2211085

WESTINGHOUSE AIR BRAKE COMPANY

AMENDMENT TO CERTIFICATE OF DESIGNATIONS OF SERIES B PREFERRED STOCK

Relative Rights and Preferences and other Terms as Fixed and Determined by the Board of Directors

* * * * * * *

Westinghouse Air Brake Company ("WABCO"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of WABCO, by unanimous written consent dated as of June 16, 1992, adopted the following resolution, which resolution remains in full force and effect as of the date hereof:

WHEREAS, the Board of Directors of WABCO is authorized, within the limitations and restrictions stated in the Restated Certificate of Incorporation, to fix by resolution or resolutions the designation of each series of Preferred Stock (the "Preferred Stock") and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limiting the generality of the foregoing, such provisions as may be desired concerning voting, redemption, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law of Delaware; and

WHEREAS, it is the desire of the Board of Directors of WABCO pursuant to its authority as aforesaid, to amend the Certificate of Designations of Series B Preferred Stock;

NOW, THEREFORE, BE IT RESOLVED, that Paragraph 2 of the Certificate of Designations of Series B Preferred Stock (the "Certificate") is hereby amended in its entirety to read as follows:

"2. Redemption. The shares of Series B Preferred Stock shall be redeemable only in the manner as prescribed below.

(a) Redemption. With the exception of paragraph 2(b) below, WABCO shall not redeem any of the shares of the Series B Preferred Stock earlier than the later of March 31, 1995 and the date when there are no amounts outstanding under the Credit Agreement (as defined in the Stockholders Agreement) and the commitments of the Banks thereunder have been terminated. Such date is hereinafter referred to as the "Redemption Date". At the Redemption Date, or any time thereafter, the holder of the shares of the Series B Preferred Stock shall have the right to put and WABCO shall redeem all, but not less than all, of the shares of Series B Preferred Stock.

(b) Consolidation or Merger. In the event of a consolidation or merger of WABCO with, or into, any other corporation (other than a merger in which WABCO is the surviving corporation and which will not result in more than 50% of the capital stock of WABCO outstanding immediately after the effective date of such merger being owned, of record or beneficially, by persons other than the holders of such capital stock immediately prior to such merger), and in the case of a sale of all or substantially all of the properties and assets of WABCO as an entirety to any other person, WABCO shall, not later than 20 days prior to the effective date of any such consolidation, merger or sale of properties and assets, give notice thereof to the holder of shares of Series B Preferred Stock and, in the event that within 15 days after receipt of such notice, the holder of shares of Series B Preferred Stock shall elect, by written notice to WABCO, to have any or all of its shares of Series B Preferred Stock redeemed, WABCO shall redeem the same (in the manner and with the effect provided in subparagraph 2(c) through 2(d) below) not later than the day prior to the effective date of such consolidation, merger or sale of properties and assets.

(c) Redemption Price. The Series B Preferred Stock to be redeemed on the Redemption Date or thereafter or pursuant to subparagraph 2(b) above, shall be redeemed by payment for each share in cash the sum of one hundred thousand dollars ($100,000), plus in each case an amount equal to cumulated but unpaid dividends to the date of such redemption, such amount being hereinafter sometimes referred to as the "Redemption Price".

(d) Redeemed or Otherwise Acquired Shares to be Retired. Any shares of the Series B Preferred Stock redeemed prior to the Redemption Date pursuant to this paragraph 2 or otherwise acquired by WABCO in any manner whatsoever shall be permanently retired and shall not under any circumstances be reissued; and WABCO may from time to time take such appropriate corporate action as may be necessary to reduce the number of authorized shares of Series B Preferred Stock accordingly."

IN WITNESS WHEREOF, Westinghouse Air Brake Company has caused this Certificate to be executed in its corporate name by its President and its Secretary, respectively, as of this 16th day of June, 1992.

By ______________________
Title: President

Attest:

____
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 01/31/1995
950023593 - 2211085

RESTATED CERTIFICATE OF INCORPORATION

OF

WESTINGHOUSE AIR BRAKE COMPANY

* * * * *

Original Certificate of Incorporation
Filed with the Secretary of State
on October 19, 1989

* * * * *

This Restated Certificate of Incorporation of Westinghouse Air Brake Company, formerly known as Rail Acquisition Corp. and originally incorporated as WABCO Acquisition Corp., was duly adopted by the stockholders and Board of Directors of the Corporation in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

<u>FIRST</u>: The name of the Corporation is Westinghouse Air Brake Company (hereinafter the "Corporation").

<u>SECOND</u>: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at the address is The Corporation Trust Company.

<u>THIRD</u>: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

<u>FOURTH</u>: <u>Authorized Capital</u>.

4.1 <u>Authorized Shares</u>. The total number of shares of all classes of stock of which the Corporation shall have authority to issue is 101,000,000 shares, consisting of:

(a) 100,000,000 shares of Common Stock, each having a par value of one penny ($.01); and

(b) 1,000,000 shares of Preferred Stock, each having a par value of one penny ($.01).

4.2 <u>Preferred Stock</u>. The Board of Directors of the Corporation is expressly authorized, subject to limitations prescribed by law and the provisions of this Article FOURTH, to provide for the issuance from time to time in one or more series of any number of shares of Preferred Stock and, by filing a certificate pursuant to the GCL, to establish the number of shares to be included in each such series, and to fix the designation, relative rights, preferences, qualifications and limitations of the shares of each such series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and whether they shall be payable in preference to, or in another relation to, the dividends payable on any other class or classes or series of stock;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(d) Whether that series shall have conversion or exchange privileges, and, if so, the terms and conditions of such conversion or exchange, including provision for adjustment of the conversion or exchange rate in such events as the Board of Directors shall determine;

(e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the manner of selecting shares for redemption if less than all shares are to be redeemed, the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) Whether that series shall be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of that series, and, if so, the terms and amounts of such sinking fund;

(g) The right of the shares of that series to the benefit of conditions and restrictions upon (i) the creation of indebtedness of the Corporation or any subsidiary; (ii) the issue of any additional stock (including additional shares of such series or of any other series); and (iii) the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of, any outstanding stock of the Corporation;

(h) The right of the shares of that series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and whether such rights shall be in preference to, or in another relation to, the comparable rights of any other class or classes or series of stock; and

(i) Any other relative, participating, optional or other special rights, qualifications, limitations or restrictions of that series.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders.

5.1 The business and affairs of the Corporation shall be managed as set forth in the By-Laws of the Corporation.

5.2 The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

5.3 The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

5.4 No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (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) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Section 5.4 of Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

5.5 In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated 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, said Westinghouse Air Brake Company has caused its Restated Certificate of Incorporation to be executed in its corporate name by William E. Kassling, its President, and attested by Robert J. Brooks, its ~~[Assistant]~~ Secretary, this 31 day of January, 1995.

WESTINGHOUSE AIR BRAKE COMPANY

By ____________________

Title PRESIDENT

Attest:

By ____________________
[~~Assistant~~] Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 03/30/1995
950070825 - 2211085

CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
WESTINGHOUSE AIR BRAKE COMPANY

Westinghouse Air Brake Company, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That the Board of Directors of said Corporation, at a meeting duly held, have duly adopted, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, an amendment to the Restated Certificate of Incorporation of the Corporation whereby Article FOURTH thereof is changed so that, as amended, said Article shall be and read as follows:

"FOURTH: Authorized Capital.

4.1 Authorized Shares. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 101,000,000 shares, consisting of:

(a) 100,000,000 shares of Common Stock, par value $.01; and

(b) 1,000,000 shares of Preferred Stock, par value $.01.

4.2 Preferred Stock. The Board of Directors of the Corporation is expressly authorized, subject to limitations prescribed by law and the provisions of this Article FOURTH, to provide for the issuance from time to time in one or more series of any number of shares of Preferred Stock and, by filing a certificate pursuant to the GCL, to establish the number of shares to be included in each such series, and to fix the designation, relative rights, preferences, qualifications and limitations of the shares of each such series. The authority of the Board of Directors with respect to each series shall include, without limitation, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, the declaration and payment dates and the payment preference, if any, to dividends payable on any other class or classes or series of stock;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms thereof;

(d) Whether that series shall have conversion or exchange privileges, and, if so, the terms and conditions thereof;

(e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions thereof;

(f) Whether that series shall be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of that series, and, if so, the terms and amounts thereof;

(g) The right of the shares of that series to the benefit of conditions and restrictions upon (i) the creation of indebtedness of the Corporation or any subsidiary; (ii) the issue of any additional stock (including additional shares of such series or of any other series); and (iii) the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of, any outstanding stock of the Corporation;

(h) The right of the shares of that series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and whether such rights shall be in preference to, or in another relation to, the comparable rights of any other class or classes or series of stock; and

(i) Any other relative, participating, optional or other special rights, qualifications, limitations or restrictions of that series."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed as of the 24th day of March, 1995.

WESTINGHOUSE AIR BRAKE COMPANY

By ____________________

Title VP & Sec

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 12/30/1997
971451704 – 2211085

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
W & P HOLDING CORP.
INTO
WESTINGHOUSE AIR BRAKE COMPANY

Westinghouse Air Brake Company, a corporation organized and existing under the laws of Delaware, does hereby certify:

FIRST: That this corporation was incorporated on the 19th day of October, 1989, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the capital stock of W & P Holding Corp., a corporation incorporated on the 24th day of January, 1995, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 26th day of December, 1997, determined to and did merge into itself said W & P Holding Corp.:

WHEREAS, there has been presented to the Board of Directors a plan to restructure certain of the operations and subsidiaries of the Corporation (the "Restructuring"); and

WHEREAS, the Restructuring will include, among other things, the merger of W & P Holding Corp. ("W&P") into the Corporation; the merger of Pulse Electronics, Inc. ("Pulse") into the Corporation; the establishment of a new Delaware corporation to hold certain assets of the Corporation; and the transfer of certain manufacturing, intangible and real estate assets of the Corporation to Vapor Corporation;

NOW, THEREFORE, BE IT:

RESOLVED, that the Restructuring and all aspects thereof be and are hereby approved, including without limitation the following in the following order: (i) the merger of W&P with and into the Corporation (the "W&P Merger"), with the Corporation as the surviving entity; (ii) the merger of Pulse with and into the Corporation (the "Pulse Merger"), with the Corporation as the surviving entity; (iii) the transfer of certain manufacturing, intangible and real estate assets of the Corporation's Cardwell and U.S. Freight Divisions to Vapor Corporation, and (iv) the establishment of a new Delaware corporation as a subsidiary of the Corporation to own Vapor Corporation;

FURTHER RESOLVED, that as a result of the W&P Merger and the Pulse Merger, the Corporation will assume all obligations of W&P and Pulse;

FURTHER RESOLVED, that the proper officers of the Corporation be, and each hereby is, authorized for and on behalf of the Corporation and in its name to take any and all further action and to deliver all such documents and instruments as any one of them may deem necessary or advisable in order to carry out the full intent and purposes of the foregoing resolutions, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and

FURTHER RESOLVED, that this Consent may be executed in counterparts (including executed counterparts delivered and exchanged by facsimile transmission) each of which shall be deemed to constitute an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, said Westinghouse Air Brake Company has caused this Certificate of Merger to be signed by George A. Socher, its Vice President, as of the 26th day of December, 1997.

WESTINGHOUSE AIR BRAKE COMPANY

By______________________

George A. Socher
Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:31 AM 12/30/1997
971451711 - 2211085

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PULSE ELECTRONICS, INC.
INTO
WESTINGHOUSE AIR BRAKE COMPANY

Westinghouse Air Brake Company, a corporation organized and existing under the laws of Delaware, does hereby certify:

FIRST: That this corporation was incorporated on the 19th day of October, 1989, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the capital stock of Pulse Electronics, Inc., a corporation incorporated on the 23rd day of January, 1995, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 26th day of December, 1997, determined to and did merge into itself said Pulse Electronics, Inc.:

WHEREAS, there has been presented to the Board of Directors a plan to restructure certain of the operations and subsidiaries of the Corporation (the "Restructuring"); and

WHEREAS, the Restructuring will include, among other things, the merger of W&P Holding Corporation ("W&P") into the Corporation; the merger of Pulse Electronics, Inc. ("Pulse") into the Corporation; the establishment of a new Delaware corporation to hold certain assets of the Corporation; and the transfer of certain manufacturing, intangible and real estate assets of the Corporation to Vapor Corporation;

NOW, THEREFORE, BE IT:

RESOLVED, that the Restructuring and all aspects thereof be and are hereby approved, including without limitation the following in the following order: (i) the merger of W&P with and into the Corporation (the "W&P Merger"), with the Corporation as the surviving entity; (ii) the merger of Pulse with and into the Corporation (the "Pulse Merger"), with the Corporation as the surviving entity; (iii) the transfer of certain manufacturing, intangible and real estate assets of the Corporation's Cardwell and U.S. Freight Divisions to Vapor Corporation, and (iv) the establishment of a new Delaware corporation as a subsidiary of the Corporation to own Vapor Corporation;

FURTHER RESOLVED, that as a result of the W&P Merger and the Pulse Merger, the Corporation will assume all obligations of W&P and Pulse;

FURTHER RESOLVED, that the proper officers of the Corporation be, and each hereby is, authorized for and on behalf of the Corporation and in its name to take any and all further action and to deliver all such documents and instruments as any one of them may deem necessary or advisable in order to carry out the full intent and purposes of the foregoing resolutions, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and

FURTHER RESOLVED, that this Consent may be executed in counterparts (including executed counterparts delivered and exchanged by facsimile transmission) each of which shall be deemed to constitute an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, said Westinghouse Air Brake Company has caused this Certificate of Merger to be signed by George A. Socher, its Vice President, as of the 26th day of December, 1997.

WESTINGHOUSE AIR BRAKE COMPANY

By ______________________
George A. Socher
Vice President