

NOV 21 1989

**RESTATED CERTIFICATE OF INCORPORATION
OF
MAGNETEK, INC.**

John H. Hill
SECRETARY OF STATE

MAGNETEK, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is MagneTek, Inc. The Corporation was originally incorporated under the name of Magnatech, Inc.

The date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State was June 7, 1984. The Certificate of Incorporation was amended to change the name of the Corporation (as noted above) by a Certificate of Amendment filed with the Secretary of State on June 14, 1984.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation by deleting Article FOURTH in its entirety and substituting in its place the terms and provisions of the Corporation's Common Stock and Preferred Stock set forth in Article FOURTH hereof.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is hereby integrated, restated and further amended to read as herein set forth in full:

FIRST: The name of this corporation is MAGNETEK, INC.

SECOND: The address of its registered office in the State of Delaware is 32 Lookermarn Square, Suite L-10 in the City of Dover, County of Kent. The name of its registered agent at such address is United States Corporation Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: A. The total number of shares of stock which the Corporation shall have authority to issue is One Hundred Million, Five Hundred Thousand (100,500,000) shares, consisting of One Hundred Million (100,000,000) shares of Common Stock having a par value of \$.01 per share and Five Hundred Thousand (500,000) shares of Preferred Stock having a par value of \$1.00 per share.

B. The Board of Directors is authorized to provide for the issuance of the shares of Preferred Stock from time to time in one or more series and, by filing a certificate pursuant to the applicable law of the State of Delaware, to establish the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each such series of Preferred Stock 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 the relative rights of priority, if any, of payment of dividends on shares of that series;

(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 privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion 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 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 have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series;

(h) Any other relative rights, preferences and limitations of that series.

FIFTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.

SIXTH: Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

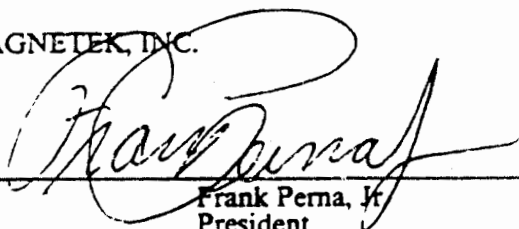
SEVENTH: To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director.

EIGHTH: The Corporation reserves the right to amend or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by the law of the State of Delaware. All rights conferred upon stockholders herein are granted subject to this reservation.

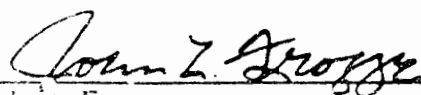
4. This Restated Certificate of Incorporation was duly adopted by the affirmative vote of a majority of the outstanding stock of the Corporation entitled to vote thereon, in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Frank Perna, Jr., its President, and attested by John L. Frogge, its Secretary, this 15th day of November, 1989.

MAGNETEK, INC.

By: 
Frank Perna, Jr.
President

ATTEST:


John L. Frogge
Secretary