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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

American Allsafe Company

- Individual(s)
- General Partnership
- Corporation-State Texas
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: American Allsafe Company

Internal Address:

Street Address: 99 Wales Avenue

City: Tonawanda State: NY ZIP: 14150

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached:  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: April 23, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/395,063

B. Trademark Registration No.(s)

1,786,625  
1,721,675

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kay R. Sherman

Internal Address: Gallop, Johnson & Neuman, L.C.

Street Address: 101 S. Hanley Road, Suite 1600

City: St. Louis State: MO ZIP: 63105

6. Total number of applications and registration involved: 14

7. Total fee (37 CFR 3.41) \$365.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attached duplicate copy of this page if paying by deposit account)

6/22/1998 JSHABAZZ 00000006 75395063

DO NOT USE THIS SPACE

FC:481 40.00 DP  
FC:482 325.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kay R. Sherman

May 13, 1998

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and documents: 7

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231  
REEL: 1733 FRAME: 0664

# AMERICAN ALLSAFE COMPANY

## Trademark Registration No.(s)

1,348,161

1,346,413

1,219,827

1,584,478

1,214,966

900,219

809,115

795,601

784,477

403,819

361,232

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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AMERICAN ALLSAFE COMPANY", A TEXAS CORPORATION,

WITH AND INTO "JACKSON ACQUISITION, INC." UNDER THE NAME OF "AMERICAN ALLSAFE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF APRIL, A.D. 1998, AT 4:30 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION

9056579

DATE: TRADEMARK  
04-30-98

REEL: 1733 FRAME: 0666

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**AMERICAN ALLSAFE COMPANY**

**WITH AND INTO**

**JACKSON ACQUISITION, INC.**

**UNDER SECTION 253 OF THE  
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Jackson Acquisition, Inc., a Delaware corporation (the "Corporation"), hereby certifies to the following information relating to the merger of American Allsafe Company, a Texas corporation ("Allsafe"), with and into the Corporation (the "Merger").

1. The names and states of incorporation of the Corporation and Allsafe, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
American Allsafe Company. . . . .	Texas
Jackson Acquisition, Inc. . . . .	Delaware

- 2. The Corporation owns all of the outstanding shares of capital stock of Allsafe.
- 3. The Board of Directors of the Corporation duly adopted resolutions, attached as Exhibit A hereto, pursuant to Sections 141 and 253 of the DGCL, as of April 22, 1998, approving the merger of Allsafe with and into the Corporation.
- 4. The name of the surviving corporation with respect to the Merger is Jackson Acquisition, Inc., which shall be renamed American Allsafe Company (the "Surviving Corporation").
- 5. Pursuant to the Merger Agreement, the Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation, except that **ARTICLE FIRST** therein shall be amended as follows:

**"FIRST: The name of the Corporation is American Allsafe Company."**

6. Pursuant to the Merger, the By-Laws of the Corporation shall be the By-Laws of the Surviving Corporation, and the directors and officers of the Corporation will be the directors and officers of the Surviving Corporation.

7. As a result of the Merger, each share of capital stock of Allsafe shall be automatically canceled, and each share of the capital stock of the Corporation will not be affected, and will continue to represent capital stock of the Surviving Corporation.

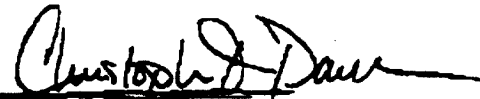
8. This Merger shall become effective immediately upon the filing of this Certificate of Merger.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed on this 23rd day of April, 1998.


AMERICAN ALLSAFE COMPANY

By:   
Name: A. Richard Caputo, Jr.  
Title: Vice President


ATTEST:

By:   
Name: Christopher T. Paule  
Title: Secretary

JACKSON ACQUISITION, INC.

By:   
Name: A. Richard Caputo, Jr.  
Title: Vice President

ATTEST:

By:   
Name: Christopher T. Paule  
Title: Secretary

**Exhibit A**

**[Excerpt from Resolutions Adopted by the  
Board of Directors of Jackson Acquisition, Inc.,  
adopted on April 22, 1998]**

Resolved, that the Corporation, as the owner of all of the capital stock of American Allsafe Company ("Allsafe") hereby authorizes and directs the Corporation to cause the merger of Allsafe with and into the Corporation, with the Corporation being the surviving corporation of such merger, and as a result of such merger, (i) the certificate of incorporation, by-laws, directors and officers of the Corporation continuing to be the certificate of incorporation, by-laws, directors and officers of the Corporation, as the surviving corporation of such merger, (ii) the capital stock of Allsafe will be automatically canceled as a result of such merger, and (iii) the capital stock of the Corporation will not be affected, and will continue to represent capital stock of the Corporation, as the surviving corporation of such merger; and that the officers of the Corporation are authorized to complete, execute and file a Certificate of Ownership and Merger relating to such merger with the Secretary of State of Delaware and Texas, and to take all other actions that are necessary and desirable to accomplish the foregoing.

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