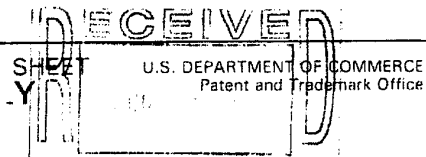


06-17-1998



6/5/98



100741366

To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce, Patent and Trademark Office, Washington, D.C. 20231. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

BAKER PERKINS FOOD MACHINERY INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - New York
 Other _____

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

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

Name: APV BAKER FM INC.
Internal Address: 1000 Hess Street
City: Saginaw Michigan State: Michigan ZIP: 48601

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 1, 1988

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

No. 765017 for
"BAKER PERKINS AND DESIGN"

Additional numbers attached? Yes No

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

Name: LEYDIG, VOIT & MAYER, LTD.
Attention: Mark J. Liss
Internal Address: [Case No.]
85315

Street Address: 180 North Stetson
Two Prudential Plaza, Suite 4900

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 1

7. Total Fee (37 CFR 3.41) \$ 40.00

Enclosed E
 Any additional amounts due are authorized to be charged to deposit account

8. Deposit account number: 12-1216

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

DO NOT USE THIS SPACE

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.

Mark J. Liss [Signature] June 1, 1998
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

06/16/1998 TTOM11 00000205 765017

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Main documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231 TRADEMARK
REEL: 1741 FRAME: 0037

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

MAY 27 1998



A handwritten signature in cursive script, appearing to read "J. Clark", written in black ink.

Special Deputy Secretary of State

DOS-1266 (5/96)

TRADEMARK
REEL: 1741 FRAME: 0038

P H

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CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BAKER PERKINS FOOD MACHINERY INC.
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

WE, THE UNDERSIGNED, Gregory J. O'Connell and Richard W. Tatman, being respectively the President and Secretary of BAKER PERKINS FOOD MACHINERY INC., hereby certify:

1. The name of the corporation is BAKER PERKINS FOOD MACHINERY INC. The name under which the corporation was formed is BAKER-PERKINS MANUFACTURING CORPORATION.

2. The Certificate of Incorporation of said corporation was filed by the Department of State on the 17th day of April, 1920.

3. (a) The Certificate of Incorporation is amended to change the name of the corporation.

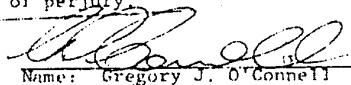
(b) To effect the foregoing, Article I relating to the corporation's name is to amended to read as follows:

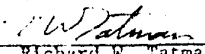
ARTICLE I

The name of the corporation is APV BAKER FM INC.

4. The amendment was authorized in the following manner: By unanimous written consent of the Board of Directors followed by the unanimous written consent of the sole shareholder.

IN WITNESS WHEREOF, we have signed this certificate on the 27 day of January, 1988 and affirm the statements contained therein as true under penalties of perjury.


Name: Gregory J. O'Connell
Title: President


Name: Richard W. Tatman
Title: Secretary

451:90/N

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CERTIFICATE OF AMENDMENT

OR

CERTIFICATE OF INCORPORATION

OF

DAVEY PARKERS FOOD MACHINERY INC.

UNDER SECTION 80A OF THE BUSINESS CORPORATION LAW

PH

PH

Feb 21 9 44 AM '88

STATE DEPARTMENT OF REVENUE

FILED FEB 26 1988

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SPECIAL 10

BY: *SK New*

SMITH ANDERSON BLOUNT DORSETT MITCHELL & JERNIGAN
P.O. BOX 12807
RALEIGH, NORTH CAROLINA 27605

BILLED

Feb 25 1 29 PM '88

Feb 26 11 52 AM '88

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RECORDED: 06/0