

06-18-1998



Reference No. _____

MRO 6.1.98

100741936

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

1. Name of conveying party(ies):

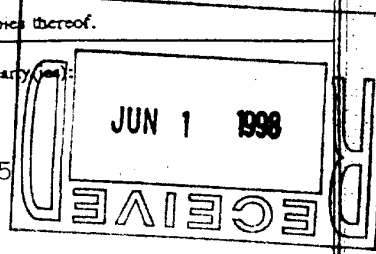
W. H. SALISBURY & CO.

- Individuals Association
- General Partnership Limited Partnership
- Corporation-State Illinois
- Other _____

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

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

SIEBE NORTH, INC.
4090 AZALEA DRIVE
CHARLESTON, SC 29405



- 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

(Designation 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: June 16, 1997, effective
July 7, 1997

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

A. Trademark Application No.(s)

B. Trademark registration No.(s) 1,379,159; 1,416,433;
1,347,101; 1,368,480; 1,363,732; 1,417,113;
1,368,163; 1,415,495; 1,364,475; 779,239;
1,363,929; 1,367,422

Additional numbers attached? Yes No

5. Mail correspondence to:

James Spool, Vice President and Secretary
Siebe North, Inc.
4090 Azalea Drive
Charleston, SC 29405

6. Total number of applications and registrations involved:

12

Attached is a check in the amount of \$315.00 the total fee due pursuant to 37 C.F.R. §3.41. The Commissioner is hereby authorized to charge any deficiency in the amount enclosed or any additional fees which may be required under 37 C.F.R. §3.41, or credit any overpayment, to Deposit Account No. _____. A copy of this Recordation Form Cover Sheet is enclosed.

7. 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.

James Spool
Name of Person Signing

Signature

May 27, 1998
Date

Total number of pages comprising cover sheet: 1

06/17/1998 TTON11 00000120 1379159

01 FC:481
02 FC:482

40.00 DP
275.00 DP

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:

"W. H. SALISBURY & CO.", A ILLINOIS CORPORATION,

WITH AND INTO "SIEBE NORTH, INC." UNDER THE NAME OF "SIEBE NORTH, INC.", 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 JUNE, A.D. 1997, AT 2:15 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

*A True copy
James Agood
5/27/98*



Edward J. Freel

Edward J. Freel, Secretary of State

0949536 8100M

AUTHENTICATION: 8530538

971207788

DATE: 06-26-97
TRADEMARK

REEL: 1742 FRAME: 0598

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

W. H. SALISBURY & CO.

INTO

SIEBE NORTH, INC.

Under Section 253 of the General Corporation Law of the State of Delaware

SIEBE NORTH, INC., a corporation organized and existing under the laws of Delaware , DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 8th day of December, 1982, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of W. H. Salisbury & Co., a corporation incorporated on the 31st day of October, 1904, pursuant to the Business Corporation Act of the State of Illinois.

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 16th day of June, 1997, determined to and did merge into itself said W. H. Salisbury & Co.:

RESOLVED, that Siebe North, Inc., merge, and it hereby does merge, into itself its wholly-owned subsidiary, W. H. Salisbury & Co., an Illinois corporation, and assumes all its liabilities and obligations; and

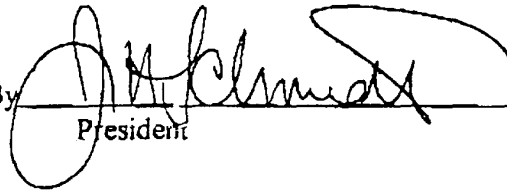
IT IS FURTHER RESOLVED, that the merger shall become effective on July 7, 1997; and

IT IS FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of

Ownership and Merger setting forth a copy of the resolutions to merge said W. H. Salisbury & Co. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware, and the Secretary of State of the State of Illinois, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said SIEBE NORTH, INC., has caused this Certificate to be signed by Joseph H. Schmidt, its President, this 16th day of June, 1997.

SIEBE NORTH, INC.

By  President

certmerg.whs

*A true Copy
James Spool
5/27/98*