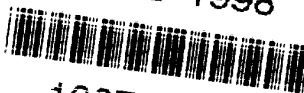


06-22-1998



100743515

MRD 4-6-98

To the Honorable Commissioner of Patents and

original documents or copy thereof.

1. Name of conveying party(ies):

Mateer-Burt Co., Inc.

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

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

3. Nature of Conveyance:

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

Execution Date: September 30, 1996

receiving party(ies):

GEI Mateer Burt, Inc.
434 Devon Park Drive
Wayne, Pennsylvania 19087

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation: Pennsylvania
- 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) & addresses attached? Yes No

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

A. Trademark Application No.(s):

B. Trademark Reg. No.(s): 916,681; 1,291,861; 1,270,575;
1,285,890; and 1,569.251

Additional numbers attached Yes No

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

Gregory J. Lavorgna, Esq.
Seidel, Gonda, Lavorgna & Monaco, P.C.
Suite 1800 Two Penn Center Plaza
Philadelphia, PA 19102

Attorney Docket No. 1112-G

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41)

\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

DO NOT USE THIS SPACE

9. 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.

GREGORY J. LAVORRNA

Name of Person Signing

Signature

April 6, 1998

Date

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

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Microfilm Number _____ State of Pennsylvania 1996

Entity Number _____ Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB 15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Mateer-Burt Co., Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>434 Devon Park Drive</u>	<u>Wayne</u>	<u>Pennsylvania</u>	<u>19087</u>	<u>Chester</u>
Number and Street	City	State	Zip	County

(b) C/O _____	_____	_____
Name of Commercial Registered Office Provider	_____	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes

3. The statute by or under which it was incorporated is: Pennsylvania Business Corporation Law, as amended

4. The date of its incorporation is: July 2, 1984

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: October 1, 1996 at 12:00 A.M.

Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

1. The name of the corporation is: GEI Mateer Burt, Inc.

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

OCT -9 95
PA Dept. of State

9-30-96

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 30th day of September, 19 96.

Mateer-Burt Co., Inc.

(Name of Corporation)

BY: [Signature]

(Signature)

TITLE: V.P. & Controller, Secretary



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

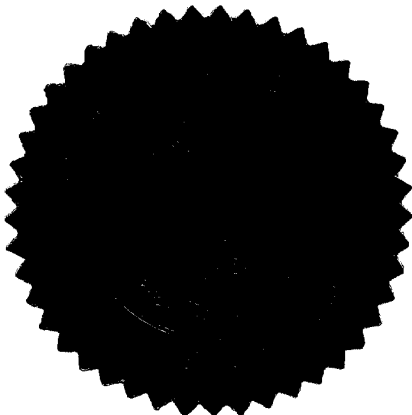
MARCH 20, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

GEMATEER BURT, INC.

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, appearing to read "Yvette Kane".

Secretary of the Commonwealth

CFEN

TRADEMARK