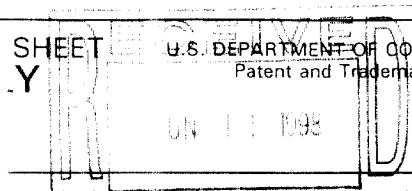


06-23-1998



To the Honorable Commissioner of P.

100744252

attached original documents or copy thereof.

1. Name of conveying party(ies): 6-11-98
APV CREPACO, INC.

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

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

2. Name and address of receiving party(ies):
Name: APV NORTH AMERICA, INC.
Internal Address: 9525 W. Bryn Mawr Avenue
City: Rosemont State: IL ZIP: 60018

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 6, 1997

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
 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 9, 1998
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3


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

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231 TRADEMARK
REEL: 1743 FRAMES: 0744

66/78/1998 JWB/KLS 00000083 765017 00-00 UP

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 AMENDMENT OF "APV CREPACO, INC.", CHANGING ITS NAME FROM "APV CREPACO, INC." TO "APV NORTH AMERICA, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JANUARY, A.D. 1997, AT 11 O'CLOCK A.M.




Edward J. Freel, Secretary of State

0787563 8100

981209380

AUTHENTICATION 9118718

FILED 06-04-98
TRADEMARK

REEL: 1743 FRAME: 0745

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
APV CREPACO, INC.**

APV Crepaco, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the Board of Directors, duly adopted resolutions setting forth a proposed amendment to the Restated Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Restated Certificate of Incorporation of this corporation be amended by changing the FIRST Article thereof so that, as amended, said Article shall be and read as follows:

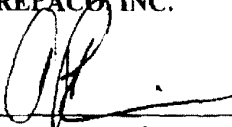
The name of the Corporation shall be
APV North America, Inc.

SECOND: That thereafter, the sole stockholder of said Corporation, acting by written consent (in lieu of holding a special meeting, pursuant to resolution of the Board of Directors of said Corporation), voted all issued and outstanding shares of stock of the Corporation in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by A. Paul Lewis, its Vice President, this 6th day of January, 19 97.

APV CREPACO, INC.

By: 
Title: VICE PRESIDENT