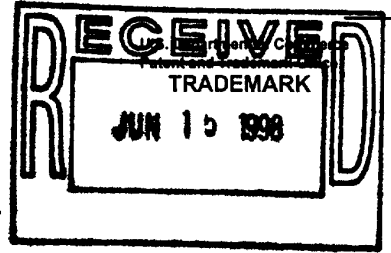


06-26-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



McA 6-15-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name POWER CONVERTIBLES CORPORATION Execution Date
Month Day Year
1 29 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization ARIZONA

Receiving Party

Mark if additional names of receiving parties attached

Name C&D TECHNOLOGIES, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1400 UNION MEETING ROAD

Address (line 2) _____

Address (line 3) BLUE BELL PA 19422-0858

City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
 - Other _____
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization DELAWARE

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) Information to
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
REEL: 1744 FRAME: 0583

HATKINS 00000154

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1695887"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Robert E. Rosenthal

June 12, 1998

Name of Person Signing

Signature

Date Signed

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 OF "C&D TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2075987 8100

981089651

AUTHENTICATION: 8960619

DATE: 03-09-98

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 01/30/1998
 981089019 - 2075887

**CERTIFICATE OF OWNERSHIP AND MERGER
 OF
 C&D TECHNOLOGIES, INC., a Delaware corporation
 (Pursuant to Section 253 of the General Corporation Law of Delaware)**

C&D TECHNOLOGIES, INC., a business corporation incorporated on the 11th day of November, 1985, pursuant to the provisions of the General Corporation Law of the State of Delaware (hereinafter referred to as the "Corporation"), does hereby certify that:

1. This Corporation owns all the outstanding shares of the stock of INTERNATIONAL POWER SYSTEMS INC., an Arizona corporation (hereinafter referred to as "IPS"), and all the outstanding shares of the stock of CHARTER POWER OF CALIFORNIA, a California corporation (hereinafter referred to as "Charter Power");

2. This Corporation, by the following resolution of its board of directors duly adopted by written consent dated January 29, 1998, determined to and did merge into itself IPS and Charter Power:

BE IT RESOLVED, that, effective as of January 31, 1998, C&D TECHNOLOGIES, INC. (the "Corporation") hereby merges into itself INTERNATIONAL POWER SYSTEMS INC., an Arizona corporation (hereinafter referred to as "IPS"), CHARTER POWER OF CALIFORNIA, a California corporation (hereinafter referred to as "Charter Power"), POWER CONVERTIBLES CORPORATION, an Arizona corporation (hereinafter referred to as "PCC"), and LH RESEARCH INC., a Delaware corporation (hereinafter referred to as "LH") (IPS, Charter Power, PCC and LH being hereinafter collectively referred to as the "Subsidiaries"); and upon such merger, all the liabilities and obligations of this Corporation shall be assumed by the Surviving Corporation, and all the estate, property, rights, privileges, powers and franchises of this Corporation be vested in and held and enjoyed by the Surviving Corporation as fully and entirely as were before held and enjoyed by this Corporation in its name;

RESOLVED, that the form, terms and provisions of that certain Agreement and Plan of Merger, dated January 29, 1998 (the "Merger Agreement"), by and among the Corporation and the subsidiaries, are hereby approved in all respects, and the performance of all other acts necessary or desirable in connection with the foregoing be are hereby approved;

RESOLVED, that the president or a vice president, and the secretary or treasurer of this Corporation be and hereby are directed to make and execute, under the corporate seal of this Corporation, a certificate of ownership setting forth a copy of the resolution to merge the Subsidiary

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REEL: 1744 FRAME: 0586

and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Newcastle County;

RESOLVED, that the officers of this Corporation be and they hereby are authorized and directed to perform or cause to be performed all acts which may be necessary to effect said merger under the laws of the State of Delaware or of any other appropriate jurisdiction, whether such acts must be performed within the State of Delaware or within any other jurisdiction.

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TRADEMARK
REEL: 1744 FRAME: 0587

IN WITNESS WHEREOF, this Corporation has caused this certificate to be signed by its president and attested by its secretary and its corporate seal to be hereto affixed, the 29 day of Jan., 1998

C&D TECHNOLOGIES, INC.

By: Alfred Weber
Name: Alfred Weber
Title: Chairman of the Board, Chief Executive Officer, Chief Operating Officer and President

(Seal)

Attest: [Signature] Secretary

State of PENNSYLVANIA,
County of MONTGOMERY)TM

I, Jeane E. Leadbeater, Jr., Notary Public in and for the county and state aforesaid, Alfred Weber, a president of a corporation of the state of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and in the said Alfred Weber as such president, duly executed the said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; that the signature of the president of said corporation to the foregoing certificate is in the handwriting of the said president of said corporation, and that the seal affixed to said certificate and attested to by the secretary of said corporation, is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(Seal)

Jeane E. Leadbeater, Jr. Notary Public

Notarial Seal
Jeane E. Leadbeater, Jr., Notary Public
Within Two - Montgomery County
My Commission Expires July 12, 2001
Member Pennsylvania Association of Notaries