



07-14-1998



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Original documents or copy thereof.

1. Name of conveying party(ies):

Lift-Tech International, Inc.

- Individual(s)
 - General Partnership
 - Corporation-State Delaware
 - Other
 - Association
 - Limited Partnership
- Additional name(s) of conveying party(ies) attached? Yes No

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

Name: Columbus McKinnon Corporation

Internal Address:

Street Address: 140 John James Audubon Parkway

City Amherst State NY ZIP 14228

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State New York

Other

If assignee is not domiciled in the United States, a domestic rep. tentative 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 31, 1997

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

A. Trademark Application No.(s)

B. Trademark registration No.(s) 2,112,766

Additional numbers attached? Yes No

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

Name: Annabelle V. Irey

Internal Address: Phillips, Ivttle, Hitchcock, Blaine & Huber LLP

Street Address: 3400 Marine Midland Center

City: Buffalo State: NY ZIP 14203

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ 40

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

Annabelle V. Irey

Name of Person Signing

Annabelle V. Irey

Signature

6/18/98

Date

Total number of pages comprising cover sheet:

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

Do not detach this portion

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

07/13/1998 HNGUYEN 00000346 2112766

40.00 0P

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

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D. #

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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 JUN 05 1998



A handwritten signature in black ink, appearing to read "J. L. ...", written over a horizontal line.

Special Deputy Secretary of State

CERTIFICATE OF MERGER

OF

LIFT-TECH INTERNATIONAL, INC.

AND

LISTER CHAIN AND FORGE, INC.

INTO

COLUMBUS MCKINNON CORPORATION

Under Section 905 of the Business Corporation Law

Pursuant to Section 905 of the Business Corporation Law of the State of New York, the undersigned hereby certifies as follows:

1. (a) The names of each to be merged are Lift-Tech International, Inc., a Delaware corporation, Lister Chain and Forge, Inc., a Washington corporation, and Columbus McKinnon Corporation, a New York corporation.

(b) The name under which Lift-Tech International, Inc. was formed is Fieldston Acquisition, Inc.

(c) The name under which Columbus McKinnon Corporation was formed is Columbus McKinnon Chain Co., Inc.

2. Columbus McKinnon Corporation shall be the surviving corporation ("Surviving Corporation").

3. The designation and number of outstanding shares of each class of each corporation to be merged and the number of

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such shares of each class, if any, owned by the Surviving Corporation are as follows:

<u>Name of the Corporation</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Owned by the Surviving Corporation</u>
Columbus McKinnon Corporation	Common - 13,748,358 Preferred - 0	0 0
Lift-Tech International, Inc.	Common - 2,500	2,500
Lister Chain and Forge, Inc.	Common - 100	100

4. (a) Upon the merger, each share of common stock, without par value, of Lift-Tech International, Inc. which is issued and outstanding shall be deemed cancelled.

(b) Upon the merger, each share of common stock, with \$100 par value, of Lister Chain and Forge, Inc. which is issued and outstanding shall be deemed cancelled.

(c) Upon the merger, each share of common stock, with \$.01 par value, of Columbus McKinnon Corporation, which is issued and outstanding shall continue to be one issued and outstanding share of common stock, with \$.01 par value, of the Surviving Corporation.

(d) Upon the merger, each share of preferred stock, with \$.01 par value, of Columbus McKinnon Corporation which is issued and outstanding shall continue to be one issued and outstanding share of preferred stock, with \$.01 par value, of the Surviving Corporation.

5. The merger shall be effective of March 31, 1997.

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6. The Certificate of Incorporation of Columbus McKinnon Corporation was filed in the Department of State on September 23, 1929.

7. Lift-Tech International, Inc. was incorporated under the laws of the State of Delaware on January 29, 1991, and its application for authority to do business in the State of New York was filed in the Department of State on February 26, 1991.

8. Lister Chain and Forge, Inc. was incorporated under the laws of the State of Washington on June 20, 1988, and has not engaged in any business activity in New York.

9. The Agreement and Plan of Merger was adopted by unanimous written consent of the board of directors of Columbus McKinnon Corporation, the parent corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 27TH day of March, 1997 and the statements contained therein are affirmed as true under penalties of perjury.

COLUMBUS MCKINNON CORPORATION

By *H. P. Ladds*
Herbert P. Ladds, President

By *Lois H. Demler*
Lois H. Demler, Secretary

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CERTIFICATE OF MERGER
OR
LIFT-TECH INTERNATIONAL, INC.
AND
LISTER CHAIN AND FORGE, INC.
INTO
COLUMBUS MCKINNON CORPORATION

Under Section 905 of the Business Corporation Law

PHILLIPS, LITTLE, HITCHCOCK, BLAINE & HUBER
3400 MARINE MIDLAND CENTER
BUFFALO, NEW YORK 14203

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 27 1997
TAXS
BY: JAH
New York

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