

MPA 12/7/98

FORM PTO-1594 (Rev. 6/93) OMB No. 0651-0011 (exp. 4/94)

12-07-1998



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COVER SHEET
TRADEMARK
ASSIGNMENT

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):
ARCSMITH INC. (Delaware)
SMITH EQUIPMENT MFG. COMPANY LLC
NATIONAL TORCH TIP INC.
WELDING NOZZLE INTERNATIONAL, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-States: Delaware, Florida
 Other Limited Liability Company
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: ARCSMITH INC.
Internal Address: 1720 Fifth Street Towers
Street Address: 150 S. 5th Street
City: Minneapolis State: MINN ZIP: 55402
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Minnesota
 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: December 4, 1997

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

A. Trademark Application No.(s)

75/149770
75/339629
75/345921
75/347294

B. Trademark Registration No.(s)

2,108,419 1,262,851 734,177 667,433
2,045,972 1,066,069 667,742 240,927
1,931,422 824,886 667,610 240,926
1,382,998 802,657 667,435

Additional numbers attached? Yes No

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

Name: Steven W. Weinrieb
Internal Address: SCHWARTZ & WEINRIEB
2001 Jefferson Davis Highway
Crystal Plaza One, Suite 1109
Street Address: Arlington, VIRGINIA 22202
City: State: ZIP:

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41).....\$ 490.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

23-0818

(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.

Steven W. Weinrieb
Name of Person Signing

Signature

December 7, 1998
Date

Total number of pages including cover sheet, attachments, and document: 5

State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"ARCSMITH, INC.", A DELAWARE CORPORATION,

"NATIONAL TORCH TIP, INC.", A DELAWARE CORPORATION,

"SMITH EQUIPMENT MANUFACTURING COMPANY LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"WELDING NOZZLE INTERNATIONAL, INCORPORATED", A FLORIDA CORPORATION,

WITH AND INTO "ARCSMITH, INC." UNDER THE NAME OF "ARCSMITH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1997, AT 12:20 O'CLOCK P.M.

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



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

2834908 8100M

971431516

AUTHENTICATION: 8820761

DATE: 12-18-97

TRADEMARK
REEL: 1775 FRAME: 0598

CERTIFICATE OF MERGER

OF

ARCSMITH, INC., a Delaware Corporation,
SMITH EQUIPMENT MANUFACTURING COMPANY LLC, a Delaware Limited Liability Company,
NATIONAL TORCH TIP, INC., a Delaware Corporation, and
WELDING NOZZLE INTERNATIONAL, INCORPORATED, a Florida Corporation

WITH AND INTO

ARCSMITH, INC., a Minnesota Corporation

(Delaware)

This Certificate of Merger, filed pursuant to Section 264 of the Delaware General Corporation Law, relates to the merger (the "Merger") of ARCSMITH, INC., a Delaware corporation ("Arcsmith DE"), SMITH EQUIPMENT MANUFACTURING COMPANY LLC, a Delaware limited liability company ("Smith"), NATIONAL TORCH TIP, INC., a Delaware corporation ("NTT"), and WELDING NOZZLE INTERNATIONAL, INCORPORATED, a Florida corporation ("WNI"), with and into ARCSMITH, INC., a Minnesota corporation ("Arcsmith MN" and sometimes referred to herein as the "Surviving Corporation").

FIRST: The name and jurisdiction of formation or organization of each of the Delaware limited liability companies and other business entities which is to merge is set forth below:

Smith Equipment Manufacturing Company LLC (Smith)	Delaware
Arcsmith, Inc. (Arcsmith DE)	Delaware
National Torch Tip, Inc. (NTT)	Delaware
Welding Nozzle International, Incorporated (WNI)	Florida
Arcsmith, Inc. (Arcsmith MN)	Minnesota

SECOND: An Agreement and Plan of Merger, dated as of December 4, 1997 (the "Plan of Merger"), between Arcsmith DE, Smith, NTT, WNI, and Arcsmith MN has been adopted, approved, certified, executed and acknowledged by each of such companies.

THIRD: The name of the surviving corporation shall be "Arcsmith, Inc.", and the state of incorporation of such surviving corporation is now and shall be the State of Minnesota.

FOURTH: The Effective Date and the Effective Time of the Merger shall be January 1, 1998, at 12.00 a.m. Central Time.

FIFTH: The Plan of Merger is on file at the principal place of business of the Surviving Corporation at 1720 Fifth Street Towers, 150 S. 5th St., Minneapolis, Minnesota, 55402.

SIXTH: A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any member of a limited liability company or any person holding an interest in any other business entity which is to merge under the Merger.

SEVENTH: The Surviving Corporation is not a Delaware corporation, and the Surviving Corporation agrees:

(1) that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any Delaware limited liability company which is to merge under the Merger; and

(2) that the Secretary of State of Delaware shall be appointed as its agent to accept service of process in any such action, suit or proceeding, and the address to which process shall be forwarded to the Surviving Corporation is Arcsmith, Inc., 1720 Fifth Street Towers, 150 S. 5th St., Minneapolis, Minnesota 55402

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This Certificate of Merger are dated as of December 4, 1997.

ARCSMITH, INC.

By:

Phillip M. Martineau
Phillip M. Martineau, President

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EXHIBIT A

United States Registered Trademarks

Mark	Reg. No.
Cyclone	2,108,419
FLO-TROL	667,610
HANDI-Heet	667,742
Phaser Powered (stylized)	1,931,422
Power Pro	2,045,972
REDI-SET	734,177
Silver Star	667,433
Smith's (and Design)	1,066,069
Smith's (Stylized)	240,926
Smith's (Stylized)	240,927
Tradesman	1,262,851
VISA-Blend	802,657
VISARC	667,435
VISARC (Stylized)	824,886
NATWELD	1,382,998

United States Pending Trademarks

Mark	App. No.
Power Lite	75-149-770
Smith Equipment (stylized)	75-347-294
The Little Torch (stylized)	75-345-921
VERSATORCH	75-339-629

United States Patents

Title	Patent No.
Cutting and Welding Torch Valve Apparatus	4,353,395
Plasma Torch Head, Body, Handle and Control Circuitry	5,039,837
Plasma Pilot Arc Ignition System	5,235,162
Torch Apparatus, Three Piece Tip	4,383,648
Safety Pressure Regulator	4,457,329
Circuitry for Electronic Switching Power Supply	5,345,376
Gas Lens Collect Body	5,556,550
Multi flame tip for HVAC	5,755,568

MI-0386767.01