

RECORDATION FORM (TRADEMARKS)

09-18-1998

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



100833684

COMMERCE Mark Office

RECEIVED SEP 14 1998

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

9-14-98

1. Name of conveying party(ies): Penfield Acquisition Corporation
[] individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State Delaware
[] Other
Additional name(s) of conveying party(ies) attached? [x] Yes [] No

2. Name and address of receiving party(ies)
Name: Continental Penfield Corporation
Internal Address: 8 West Street
Street Address: Plantsville, CT 06479
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[x] Corporation-State Delaware
[] Other

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [x] Change of Name
[] Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] yes [x] no
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [x] Yes [] No

Execution Date: June 16, 1992

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,713,413

Additional numbers attached? [] Yes [x] No

5. Name and address of party to whom correspondence Concerning document should be mailed:
Name: Peter C. Lando
Address: WOLF, GREENFIELD & SACKS, P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210

6. Total number of applications and registrations involved:..... [1]

7. Total fee (37 CFR 3.41).....\$ 40.00
[x] Enclosed

[] Authorized to be charged to deposit account
The Commissioner is authorized to charge:

8. Deposit Account No: 23/2825

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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.

Peter C. Lando
Name of Person Signing

[Signature]

Signature

September 8, 1998
Date

Total number of pages including cover sheet, attachments, and document: [6]

Mail documents to be recorded with required cover sheet information to:
Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231

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 RESTATED CERTIFICATE OF "PENFIELD ACQUISITION CORPORATION", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JUNE, A.D. 1992, AT 2:45 O'CLOCK P.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8274853

DATE: 01-07-97

TRADEMARK
REEL: 1789 FRAME: 0478

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PENFIELD ACQUISITION CORPORATION

The undersigned, being the President and Vice President, respectively, of PENFIELD ACQUISITION CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DO HEREBY CERTIFY on behalf of the Corporation that:

1. The name of the Corporation is Penfield Acquisition Corporation. The date of filing of its original Certificate of Incorporation was October 31, 1989.

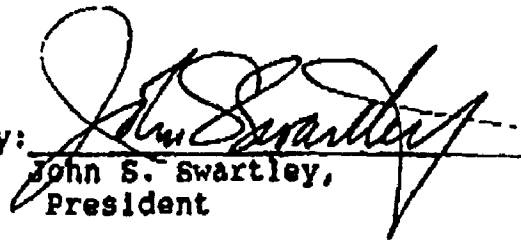
2. The Corporation is hereby changing its name to CONTINENTAL PENFIELD CORPORATION and amending and restating its Certificate of Incorporation as set forth in the Amended and Restated Certificate of Incorporation of Continental Penfield Corporation, attached hereto as Exhibit A (the "Amended Certificate").

3. The Amended Certificate was duly adopted by written consent in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

* * * *


IN WITNESS WHEREOF, each of the undersigned has set his
hand this 16 day of June, 1902.

By:


John S. Swartley,
President

ATTEST:

By:


Robert A. Meyer
Vice President

The Vice President of the Corporation is hereby authorized to exercise
the duties ordinarily exercised by the Secretary of the Corporation.

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CONTINENTAL PENFIELD CORPORATION
(formerly PENFIELD ACQUISITION CORPORATION)

ARTICLE ONE

The name of the corporation (the "Corporation") is CONTINENTAL PENFIELD CORPORATION.

ARTICLE TWO

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

ARTICLE FOUR

The total number of shares of all classes of stock which the Corporation has authority to issue is 1,000 shares, all of which are shares of Common Stock, par value \$.01 per share.

ARTICLE FIVE

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them, or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, or of the stockholders or class of stockholders of the Corporation, as the

case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the stockholders or class of stockholders of the Corporation, as the case may be, agree on any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ARTICLE SIX

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, but the foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE SEVEN

The election of directors of the Corporation need not be by ballot, unless so required by the By laws of the Corporation.