

10-02-1998

TRADEMARK ONLY



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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OFFICE OF THE ASSISTANT SECRETARY FOR TRADEMARKS

9-28-98
MLC

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

1. Name of conveying party(ies): Wheaton Inc.

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

Additional name(s) of conveying party(ies) attached? YES NO

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 10, 1996

2. Name and address of receiving party(ies)

Name: Lawson Mardon Wheaton, Inc.
Internal Address: _____
Street Address: 1101 Wheaton Avenue
City: Millville State: PA ZIP: 08332

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State New Jersey
 Other _____

If Assignee is not domiciled in the United States,
a domestic representative designation is attached: YES NO
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? YES NO

4. Application number(s) or registration number(s):
If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application Number(s) _____ B. Trademark Registration No.(s) 1,103,791

Additional number(s) attached? YES NO

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

Name: Benjamin E. Leace

Internal Address: Ratner & Prestia

Street Address: Suite 301, One Westlakes, Berwyn,
P.O. Box 980

City: Valley Forge State: PA ZIP: 19482-0980

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 18-0350
(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.

Benjamin E. Leace September 24, 1998
Name of Person Signing Signature Date

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

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

Do not detach this portion

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

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

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CERTIFICATE OF AMENDMENT TO THE AMENDED
AND RESTATED CERTIFICATE OF INCORPORATION

NCB

OF

FILED

WHEATON INC.

JUN 12 1996

To: The Secretary of State
State of New Jersey

LONNA B. HOOKS
Secretary of State

112,0185

Pursuant to the provisions of Sections 14A:9-1(2)(a),
14A:9-2(4) and 14A:9-4(3) of the New Jersey Business Corporation
Act, WHEATON INC., a New Jersey corporation (the "Corporation"),
hereby executes the following Certificate of Amendment to its
Amended and Restated Certificate of Incorporation:

1. The name of the Corporation is Wheaton Inc.
2. The following amendment (the "Amendment") to
the Amended and Restated Certificate of Incorporation
of the Corporation was approved by the directors
and thereafter duly adopted by the holder of
shares of Common Stock, par value \$.001 per
share ("Common Stock"), of the Corporation,
without a meeting, pursuant to the written consent
of the shareholder solicited on May 22, 1996, the
date for the determination of shareholders entitled
to consent to the adoption of the Amendment:

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MAY 14 1997

RAYNER & PRESTIA

RESOLVED, that the following amendment (the "Amendment") to the Amended and Restated Certificate of Incorporation of the Company, constituting a restatement of Article FIRST thereof, be and the same is hereby approved:

"FIRST: The name of the corporation is Lawson Mardon Wheaton Inc. (the "Corporation")."

3. The number of shares of Common Stock entitled to vote thereon was 100.
4. The holder of 100 shares of Common Stock consented in writing to the adoption of the Amendment.

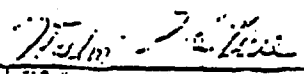
Dated: June 10, 1996

WHEATON INC.

BY: 

J. Robertson MacIver
Vice President

ATTEST:



William O'Kane
Assistant Secretary

(SEAL)

FORM C 319

EMH

State of New Jersey

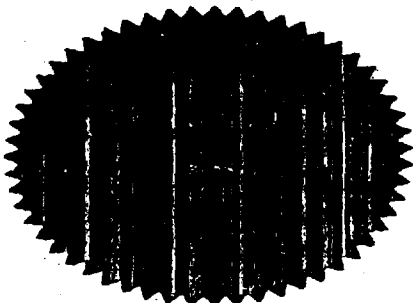


Department of State

I, the Secretary of State of the State of New Jersey,
 do hereby Certify that the foregoing is a true copy of _____
 Certificate of Amendment thereto of:
 LAWSON MARDON WHEATON, INC. (FORMERLY WHEATON, INC.)

*as the same is taken from and compared with the original
 Filed in this office on the dates set forth on each instrument.
 and now remaining on file and of record in my office*

In Testimony Whereof, I
 have hereunto set my hand
 and affixed my Official Seal
 at Trenton, this 24th
 day of October A.D.
 1996



Ann H. Hood
 Secretary of State
Debora Ann Banks
 DEBORA ANN BANKS
 Notary Public of New Jersey
 My Commission Expires December 12, 1999

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