

10-14-1998

MRD 10/5/98

RECOR
TF



100849009

Our Ref.: 2329-5

Commissioner of Patents and Trademarks
Box Assignments, Washington, DC 20231

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

<p>1. Name of conveying party(ies): Aldon Industries, Inc.; B & M Manufacturing Co., Inc.; B & M of Illinois, Inc.; Darlington Fabrics Corporation; Moeller Manufacturing Co., Inc.; Moeller of Tennessee, Inc.; Zed Instruments USA Ltd.; The Moore Company</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: Delaware, Delaware; Delaware, Delaware, Delaware, Delaware, Delaware, Rhode Island <input type="checkbox"/> Other: _____</p>	<p>2. Name and address of receiving party(ies): Name: The Moore Company</p> <p>Street Address: P.O. Box 538</p> <p>City: Westerly State/Country: Rhode Island</p> <p>Zip: 02891</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Rhode Island <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Designations must be a separate document from Assignment Additional name/s & address/es attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Assignment <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: 6/25/98</p>	



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: _____

<p>A. Trademark Application No.(s)</p> <p>(1) (2)</p>	<p>B. Trademark Registration No.(s)</p> <p>(1) 1,390,828 (2) 1,723,793</p>
---	--

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Robert A. Vanderhye Internal Address: _____ Street Address: Nixon & Vanderhye P.C. 1100 North Glebe Road 8th Floor City Arlington State: VA Zip: 22201</p>	<p>6. Total number of applications and registrations involved: _____</p> <p>7. Total fee (37 CFR 3.41) \$ 80.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account #14-1140</p> <p>8. The Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.</p>
---	--

10/13/1998 TTOM11 00000274 1390828

01 FC:441 40.00 EP
02 FC:442 25.00 EP
03 FC:930 15.00 EP
DO NOT USE THIS SPACE

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.

Robert A. Vanderhye *Robert A. Vanderhye* October 5, 1998
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 8

7-5
Jillian Proctor, Jr.
MOELLER MANUFACTURING CO.
Post Office Box 10
Tulsa, Oklahoma 74101
(918) 436-0118

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 OWNERSHIP, WHICH MERGES:

- "ALDON INDUSTRIES, INC.", A DELAWARE CORPORATION,
- "B & M MANUFACTURING CO., INC.", A DELAWARE CORPORATION,
- "B & M OF ILLINOIS, INC.", A DELAWARE CORPORATION,
- "DARLINGTON FABRICS CORPORATION", A DELAWARE CORPORATION,
- "MOELLER MANUFACTURING CO., INC.", A DELAWARE CORPORATION,
- "MOELLER OF TENNESSEE, INC.", A DELAWARE CORPORATION,
- "ZED INSTRUMENTS USA LTD.", A DELAWARE CORPORATION,

WITH AND INTO "THE MOORE COMPANY" UNDER THE NAME OF "THE MOORE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF RHODE ISLAND, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF APRIL, A.D. 1993, AT 12 O'CLOCK P.M.

BK 1560 PG 2042 WTH 1137114 1 of 6



Edward J. Freel

Edward J. Freel, Secretary of State

2056235 8100M
981246739

AUTHENTICATION: 9161908
DATE: 06-25-98

TRADEMARK
REEL: 1798 FRAME: 0249

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Aldon Industries, Inc., B & M of Illinois, Inc.,
B & M Manufacturing Co., Inc., Moeller Manufacturing Co., Inc.
Moeller of Tennessee, Inc., ZED Instruments USA Ltd.,
and
Darlington Fabrics Corporation
(Subsidiaries)

Into

The Moore Company
(parent)

* * * * *

The Moore Company, a corporation organized and existing under
the laws of the State of Rhode Island,

DOES HEREBY CERTIFY;

FIRST: That this corporation was incorporated on the 19th
day of October, 1915, pursuant to the General Laws of the State
of Rhode Island, the provisions of which permit the merger of a
subsidiary corporation of another state into a parent corporation
organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding
shares of the stock of Aldon Industries, Inc., a corporation
incorporated on the 5th day of March, 1985, in accordance with
Delaware Corporation Law.

That this corporation owns all of the outstanding
shares of the stock of B & M of Illinois, Inc., a corporation
incorporated on the 7th day of August, 1989, in accordance with
Delaware Corporation Law.

BK 1560 PG 2043 2 of 6

That this corporation owns all of the outstanding shares of the stock of B & M Manufacturing Co., Inc., a corporation incorporated on the 23rd day of December, 1988, in accordance with Delaware Corporation Law.

That this corporation owns all of the outstanding shares of the stock of Moeller Manufacturing Co., Inc., a corporation incorporated on the 10th day of December, 1985, in accordance with Delaware Corporation Law.

That this corporation owns all of the outstanding shares of the stock of Moeller of Tennessee, Inc., a corporation incorporated on the 26th day of June, 1989, in accordance with Delaware Corporation Law.

That this corporation owns all of the outstanding shares of the stock of Zed Instruments USA Ltd., Inc., a corporation incorporated on the 1st day of November, 1990, in accordance with Delaware Corporation Law.

That this corporation owns all of the outstanding shares of the stock of Darlington Fabrics Corporation, a corporation incorporated on the 1st day of May, 1929, in accordance with Delaware Corporation Law.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 11TH day of JANUARY, 1993, determined to and did merge into itself Alden Industries, Inc., B & M of Illinois, Inc., B & M

BK 1560 PG 2044 3 of 6

Manufacturing Co., Inc., Moeller Manufacturing Co., Inc., Moeller of Tennessee, Inc., ZED Instruments USA Ltd. and Darlington Fabrics Corporation.

RESOLVED, that the Moore Company merge, and it hereby does merge into itself said Aldon Industries, Inc., B & M of Illinois, Inc., B & M Manufacturing Co., Inc., Moeller Manufacturing Co., Inc., Moeller of Tennessee, Inc., ZED Instruments USA Ltd. and Darlington Fabrics Corporation and assumes all of its obligations;
and

FURTHER RESOLVED, that the merger shall be effective April third, 1993.

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Aldon Industries, Inc., B & M of Illinois, Inc., B & M Manufacturing Co., Inc., Moeller Manufacturing Co., Inc., Moeller of Tennessee, Inc., ZED Instruments USA Ltd. and Darlington Fabrics Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

BK 1560 PG 2045 4 of 6

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Aldon Industries, Inc., B & M of Illinois, Inc., B & M Manufacturing Co., Inc., Moeller Manufacturing Co., Inc., Moeller of Tennessee, Inc., Zed Instruments USA, Ltd. and Darlington Fabrics Corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is P.O. Box 538, 36 Beach Street, Westerly, Rhode Island 02891 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to William R. Scott at the above address.

BK 1560 PG 2046 5 of 6

IN WITNESS WHEREOF, The Moore Company caused this Certificate to be signed by AFRED S. BUCKLEY, its President/Vice President/Chairman of the Board of Directors/Vice-Chairman of the Board of Directors and attested by BARBARA P. PICARD, its Secretary/Assistant Secretary, this 17th day of MARCH, 1993.

THE MOORE COMPANY

By: AFRED S. BUCKLEY
President/~~Vice-President~~/Chairman
of the Board of Directors/Vice
Chairman of the Board of Directors

ATTEST:

By: BARBARA P. PICARD
Secretary/Assistant Secretary

WP:Gallagher:MC008571.AMS

DK 1560 PG 2047 FILED AND RECORDED 07/06/98 10:49AM 6 OF 6
R. L. CHASE CLERK OF CIRCUIT COURT MANATEE COUNTY FL