

11-06-1998

HEET
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Docket No.:

Sensor Tape

10-29-98



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To the Honorable Commissioner of

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Michael Industries, Inc.

- Individual(s)
- General Partnership
- Corporation-State Ohio
- Other _____

Additional names(s) of conveying party(ies) attached? Yes No

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

Name: Allied Tube & Conduit Corporation

Internal Address: _____

Street Address: 16100 S. Lathrop

City: Harvey State: IL ZIP: 60426

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: January 22, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,680,820

Additional numbers attached? Yes No

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

Name: Anthony J. Casella

Internal Address: CASELLA & HESPOS

Street Address: 274 Madison Avenue - Suite 1703

City: New York State: NY ZIP: 10016

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:

03-1030

11/05/1998 DMGUYEN 00000221 1680820

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

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.

Anthony J. Casella

Name of Person Signing

Signature

October 27, 1998

Date

Total number of pages including cover sheet, attachments, and documents

23

TRADEMARK

Office of the Secretary of State

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:

"MICHAEL INDUSTRIES, INC.", A OHIO CORPORATION,

WITH AND INTO "ALLIED TUBE & CONDUIT CORPORATION" UNDER THE NAME OF "ALLIED TUBE & CONDUIT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JANUARY, A.D. 1998, AT 2:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

0781269 8100M

981029008

CERTIFICATION

8882776

DATE

01-23-98

TRADEMARK
REEL: 1809 FRAME: 0498

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING**

**MICHAEL INDUSTRIES, INC.
(subsidiary)**

INTO

**ALLIED TUBE & CONDUIT CORPORATION
(parent)**

*** * * * ***

Allied Tube & Conduit Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the day of 26th day of April, 1972, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns at least ninety percentum of the outstanding shares of the stock of Michael Industries, Inc., a corporation incorporation incorporated on the 30th day of December, 1982, pursuant to the General Corporation Law of the State of Ohio (the "Merging Corporation").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 22nd day of January, 1998, determined to and did merge into itself said Merging Corporation:

RESOLVED, that the Corporation merge, and it hereby does merge into itself said Merging Corporation and assumes all of its obligations; and

FURTHER RESOLVED, that the merger be effective upon the date of filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

1. That the Merging Corporation shall be merged with and into the Corporation (the "Merger").
2. That the Corporation shall be the surviving corporation (the "Surviving Corporation") in the Merger.
3. That the Merger shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware pursuant to the requirements of Section 252 of the Delaware General Corporation Law (the "Effective Time").
4. That the Certificate of Incorporation of the Corporation in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.
5. That the By-Laws of the Corporation in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation.
6. That the directors of the Corporation immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and the officers of the Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation.
7. That each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefor.
8. That at the Effective Time, the Corporation shall possess all the rights, privileges, immunities, power and purposes of the Merging Corporation, and shall by operation of law assume and be liable for all the liabilities, obligations and penalties of the Merging Corporation.

FURTHER RESOLVED, that the proper officers of the corporation be and they hereby are directed to notify each stockholder of record of the Merging Corporation, entitled to notice within 10 days after the effective date of filing of the Certificate of Ownership and Merger, that said Certificate of Ownership and Merger has become effective; and

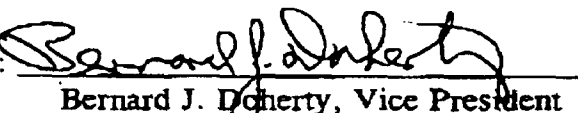
FURTHER RESOLVED, that the proper officer of the Corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Merging Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the

Secretary of State and 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

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Allied Tube & Conduit Corporation has caused this Certificate to be signed by Bernard J. Doherty, its Vice President, this 22nd day of January, 1998.

ALLIED TUBE & CONDUIT CORPORATION

By: 
Bernard J. Doherty, Vice President



The State of Ohio

Bob Taft

Secretary of State

FL653569

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: MFC MIS

of:

ALLIED TUBE & CONDUIT CORPORATION

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6164 at Frame 0879 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 23RD day of JAN

A.D. 19 98



Bob Taft
Bob Taft
Secretary of State

TRADEMARK
REEL: 1809 FRAME: 0502



06164-0879

653569
Approved SRV
Date 1-23-98
Fee \$50
98012806402

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Allied Tube & Conduit Corporation

(if the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

not applicable

(complete)

only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/~~country~~ of Delaware and licensed to transact business in the state of Ohio.

Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

Domestic (Ohio) limited partnership, registration number _____

RECEIVED

JAN 23 1998

BOB TAFT
SECRETARY OF STATE

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
<u>Michael Industries, Inc.</u>	<u>Ohio</u>	<u>corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Bernard J. Doherty</u>	<u>One Tyco Park</u> (street and number) <u>Exeter, NH 03833</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On _____ *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

06164-0881

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name

Address

(complete street address)

(city, village or township)

(zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

GT Corporation System 815 Superior Avenue
 (name) (street and number)

Cleveland , Ohio 44114
 (city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. **Foreign Qualifying Limited Partnership**
 (If the qualifying entity is a foreign limited partnership, the following information must be completed)
- a. The name of limited partnership is _____

 - b. The limited partnership was formed on _____
month day year
 under the laws of the state/country of _____
 - c. The address of the office of the limited partnership in its state/country of organization is _____

 - d. The limited partnership's principal office address is _____

 - e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)
 - f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

- The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Allied Tube & Conduit Corporation
exact name of entity

Michael Industries, Inc.
exact name of entity

By: *Bernard J. Dake*
Its: Vice President

By: *John J. Guarnieri*
Its: Vice President

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership. If insufficient space for signature, a separate sheet should be attached containing such signatures)