

11-12-1998

FR SHEET



100876028

Box ASSIGNMENT
Assistant Commissioner for Trademarks
United States Patent and Trademark Office
Washington DC 20231

Dear Sir:

Please record the attached original document or copy thereof:

1. Name of party conveying the interest:

WRD
11-2-98

G.E.M. ILLINOIS, INC., a Delaware corporation

2. Name and address of party receiving the interest:

B&K PRECISION CORPORATION, a Delaware corporation
1031 Segovia Circle
Placentia CA 92870

3. Nature of conveyance:

Change of Name
Execution Date: JANUARY 20, 1998

4. Registration numbers:

- 1,092,159 B&K PRECISION
- 1,537,292 Stylized letter "M"
- 1,544,241 Waveform symbolizing a stylized letter "M" and the letters "BK" and the term "PRECISION"
- 1,786,603 B&K
- 1,826,219 TEST BENCH
- 2,044,685 AUTOBENCH
- 2,143,129 MINI-PRO

11/09/1998 JWRTRKMS 00000065 1092159
01 FC:481
02 FC:482
40.00 DM
150.00 DM

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

Richard T. Laughlin, Esq.
GRAHAM, CURTIN & SHERIDAN
4 Headquarters Plaza
Morristown NJ 07962-1991
Tel. No. 973-292-1700 / FAX No. 973-292-1767

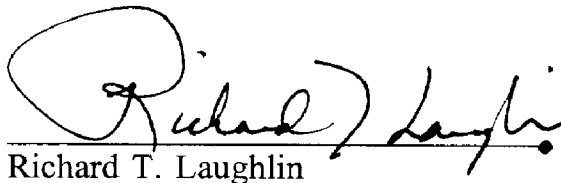
6. Total number of registrations involved: Seven (7)

7. Total fee (37 CFR 3.41) enclosed: \$190.00

(\$40.00 for first registration, \$25.00 for each of six (6) additional registrations)

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.


Richard T. Laughlin

Date: October 29, 1998

Total number of pages: Five (5)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "B&K PRECISION CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "G.E.M. ILLINOIS, INC." TO "B&K PRECISION CORPORATION", FILED THE TWENTY-SIXTH DAY OF JANUARY, A.D. 1998, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

2657730 8310

981320408



Edward J. Freel

9254595

08-14-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

TRADEMARK
REEL: 1811 FRAME: 0845

AMENDMENT TO CERTIFICATE OF INCORPORATION

OF

G.E.M. ILLINOIS, INC.

Pursuant To Sections 103 and 242
of the Delaware General Corporation Act

Pursuant to the provisions of Sections 103 and 242 of the Delaware General Corporation Law, the undersigned, an authorized officer of G.E.M. Illinois, Inc., a corporation organized under the laws of the State of Delaware (the "Corporation"), hereby certifies that by unanimous written consent dated January 20, 1998, all Directors and Shareholders of the Corporation adopted the following resolution:

RESOLVED: that Article 1 of the Certificate of Incorporation of G.E.M. Illinois, Inc., filed August 28, 1996 with the State of Delaware, Office of the Secretary of State, is replaced in its entirety and shall read as follows:

FIRST. The name of this corporation shall be B&K Precision Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Certificate of Incorporation this 20th day of January, 1998.

G.E.M. ILLINOIS, INC.

By: 

VICTOR TOLAN, PRESIDENT

law\gme\illinois.gem\amendcoi.del

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 01/26/1998
981030177 - 2657730

TRADEMARK
REEL: 1811 FRAME: 0846

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