

REC

11-17-1998

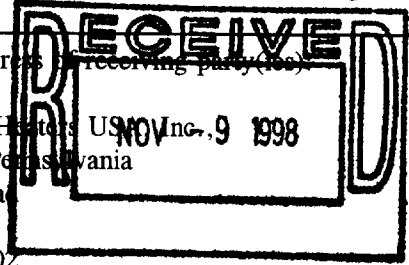
HEET



100900598

To the Honorable Commissioner documents or copy thereof.

Please record the attached original



85-5-11

1. Name of conveying party(ies):

SABH (U.S.) Water Heater Group, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State of Pennsylvania, 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: February 24, 1994

2. Name and address of receiving party(ies)

Southcorp Water Heaters USA, a corporation of Pennsylvania, 500 Princeton Road, P.O. Box 4056, Johnson, TN 37602

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State of Pennsylvania, Other

If assignee is not domiciled in the U.S, a domestic representative designation is attached: Yes/No

(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached? Yes/No

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

Table with 2 columns: A. Trademark Application No.(s), B. Registration No.(s). Rows of numbers.

Additional numbers attached? Yes/No

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

Austin R. Miller, Schnader Harrison Segal & Lewis, 1600 Market Street, 36th Floor, Philadelphia, PA 19103

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$280.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit Account No. 13-3405 (Attach duplicate copy of this page if paying by deposit account)

11/17/1998 DNGUYEN 00000028 1774168

01 FC:481, 02 FC:482

40.00 OP, 150.00 OP

DO NOT USE THIS SPACE

Refund Ref: 11/17/1998 DNGUYEN 0000066044

CHECK Refund Total: \$90.00

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.

Austin R. Miller

Handwritten signature and date: Austin R. Miller Nov. 9, 1998

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 5

CORPORATE SECRETARY CERTIFICATE

RECEIVED
JUL 11 1994
MILLER AND ASSOCIATES

I, William M. Ewasko, Secretary of SABH (U.S.) Water Heater Group, Inc., organized and existing under the laws of the State of Pennsylvania (the "Corporation"), hereby certify that the following is a full, true and correct statement of resolutions of the Board of Directors of the Corporation duly and regularly adopted by the Board of Directors of this Corporation in all respects as required by law and the by-laws of the Corporation on November 25, 1993, by Unanimous Written Consent of the Board of Directors of the Corporation to the adoption of said resolution.

Resolved, that the name of the Corporation will be changed to Southcorp Water Heaters USA, Inc. and, as well, will do business as American Water Heater Group.

Attached hereto is a Certificate of Amendment of Articles of Incorporation dated January 24, 1994, as accepted by the Secretary of State of Pennsylvania.

I further certify that said resolutions are still in full force and effect and have not been amended or revoked.

In witness whereof, I have hereunto set my hand as Secretary of the Corporation, and affix the corporate seal of the Corporation on February 24, 1994.



Signature of Secretary
Southcorp Water Heaters USA, Inc.
(formerly SABH (US) Water Heater Group, Inc.)
A Pennsylvania Corporation

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
SABH (U.S.) WATER HEATER GROUP, INC.

The undersigned, being all the directors of

SABH (U.S.) WATER HEATER GROUP, INC.

a Pennsylvania corporation (the "Corporation"), do hereby unanimously consent in writing, pursuant to the authority of Section 1727(b) of the Pennsylvania Business Corporation Law of 1982, and waive any requirement of notice with respect thereto imposed under the Act or the Corporation's Articles of Incorporation or By-Laws in connection therewith:

RESOLVED, that the Board of Directors finds that it is in the best interest of the Corporation to amend its charter by changing the name of the Corporation to:

Southcorp Water Heaters USA, Inc.


FURTHER RESOLVED, that the effective date of the change of name shall be November 25, 1993;

FURTHER RESOLVED, that the proper officers of the Corporation are authorized and directed to execute and file with the appropriate Secretary of States the documents required to amend the charter of the Corporation in its domestic jurisdiction and in any foreign jurisdictions in which it may be qualified to conduct business and to execute, file and deliver such other documents and instruments, and take all such other actions, necessary in order to fully carry out the intent of the foregoing resolutions.

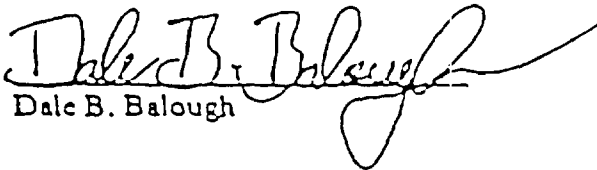
Dated: November 25, 1993



Graham H. Hall



William Michael Ewasko



Dale B. Balough

being all of the directors of
SABH (U.S.) WATER HEATER
GROUP, INC.

COMMONWEALTH OF PENNSYLVANIA
1994 JAN 26 AM 11:33

WILEY CARRELL
SECRETARY OF STATE



Department of State

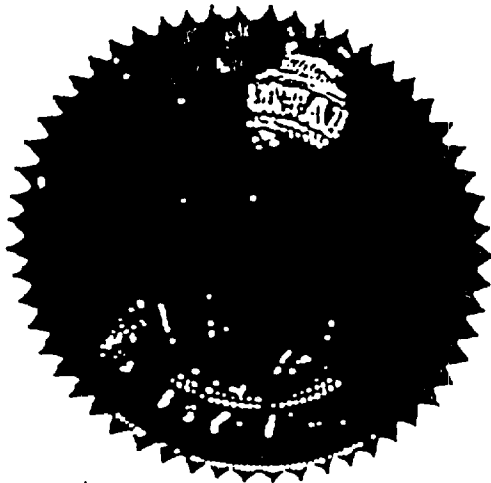
January 24, 1994

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

SOUTHCORP WATER HEATERS USA, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office
to be affixed, the day and year
above written.

Wiley Carrell
Secretary of the Commonwealth

ck
TRADEMARK
REEL: 1814 FRAME: 0184

FILED

STATE OF TENNESSEE
NOV JAN 26 1994

APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this ap

1. The true name of the corporation is Southcorp Water Heaters USA.

2. The state or country of incorporation is Pennsylvania

3. The corporation intends to transact business in Tennessee under an assumed corporate name.

4. The corporation is for profit.

~~The corporation is nonprofit.~~

[NOTE: Please strike the sentence which does not apply to this corporation.]

5. The assumed corporate name the corporation proposes to use is _____

American Water Heater Group Inc.

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennesse Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

January 6, 1994
Signature Date

SECRETARY
Signer's Capacity

SABH (US) Water Heater Group
Name of Corporation

W.M. Ewasko
Signature

W.M. EWASKO
Name (typed or printed)