



11-18-1998

Docket No.:

*D*



100901679

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10-28-1998

U.S. Patent & TMO/TM Mail Rcpt Dt. #54

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To the Honorable

... receive the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**PROSSER/ENPO. INDUSTRIES, INC.** *ned*

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

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

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

Name: **BURKS PUMPS, INC.**

Internal Address: \_\_\_\_\_

Street Address: **420 Third Street**

City: **Piqua**                      State: **OH**    ZIP: **45356**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is                       Yes     N  
 (Designations must be a separate document from  
 Additional name(s) & address(es)                       Yes     N

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: **January 30, 1989**

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

A. Trademark Application No.(s)

**11/17/1998 SE:RMS 00000133 675427**  
**01 FC:481                      40.00 OP**

Additional numbers

B. Trademark Registration No.(s)

**675,427**

Yes  No

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

Name: **Stephen L. Grant**

Internal Address: **Oldham & Oldham Co., L.P.A.**

Street Address: **Twin Oaks Estate**  
**1225 West Market Street**

City: **Akron**                      State: **OH**    ZIP: **44313**

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:

**15-0450**

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.*

**Stephen L. Grant**                      *Stephen L. Grant*                      **October 22, 1998**  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and

**78**

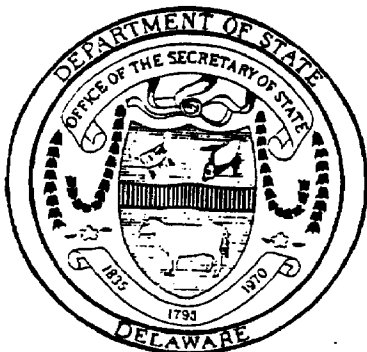


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF BURKS PUMPS, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING PROSSER/ENPO INDUSTRIES, INC, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MARCH, A.D. 1989, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 12353356

DATE: 09/28/1989

CERTIFICATE OF OWNERSHIP AND MERGER

Merging

PROSSER/ENPO INDUSTRIES, INC.

into

BURKS PUMPS, INC.

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Pursuant to Section 253 of the General Corporation  
Law of the State of Delaware

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The undersigned, being a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law") DOES HEREBY CERTIFY that:


FIRST: the name and state of incorporation of each of the constituent corporations to the Burks Merger (as hereinafter defined) are: (i) Prosser/Enpo Industries, Inc., a Delaware corporation ("Prosser") and (ii) Burks Pumps, Inc., a Delaware corporation (the "Corporation").

SECOND: the Corporation owns of record 94% of the issued and outstanding shares of common stock, par value \$.01 per share, of Prosser (the "Prosser Shares"), the Prosser Shares being the only class of capital stock of Prosser.

THIRD: On January 30, 1989, the Board of Directors of the Corporation, by written consent in lieu of a meeting pursuant to Section 141(f) of the Delaware General Corporation Law, adopted the resolutions attached hereto as Exhibit A providing for the merger of Prosser with and into the Corporation (the "Burks Merger"), which resolutions have not been amended or rescinded, are now in full force and effect, and are incorporated herein by this reference.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed on its behalf as of the 30th day of January, 1989.

BURKS PUMPS, INC.

By:   
Robert W. Hull  
Vice President


Attest:   
Ralph S. Lobdell  
Assistant Secretary

EXHIBIT A

RESOLVED, that pursuant to Section 253 of the Delaware General Corporation Law, Prosser/Enpo Industries, Inc., a Delaware corporation and 94%-owned subsidiary of the Corporation ("Prosser"), shall merge with and into the Corporation (the "Burks Merger"), effective at the time a Certificate of Ownership and Merger is filed with the office of the Secretary of State of the State of Delaware (the "Effective Time"). Burks shall be the surviving corporation in the Burks Merger (the "Surviving Corporation"). The Corporation and Prosser are sometimes hereinafter collectively referred to as the Constituent Corporations.

RESOLVED, that the proposed Burks Merger be submitted to the stockholders of the Corporation for approval by written consent in lieu of a meeting.

RESOLVED, that at the Effective Time, the Surviving Corporation's separate corporate existence, with all its purposes, objects, rights, privileges, powers, certificates and franchises, shall continue unimpaired by the Burks Merger. The Surviving Corporation shall succeed to all the rights, certificates, privileges, powers, and franchises of the Constituent Corporations and to all of the properties and assets of the Constituent Corporations and shall be subject to, and responsible for, all of the debts, liabilities, obligations and duties of the Constituent Corporations.

RESOLVED, that at the Effective Time: (i) the shares of common stock, par value \$.01 per share, of Prosser outstanding immediately prior to the Effective Time (the "Prosser Stock") held by Burks shall be cancelled, retired and extinguished; (ii) the shares of Prosser Stock held by Paul Baldetti shall be converted into 811 shares of validly issued, fully paid and nonassessable shares of common stock of the Surviving Corporation, and Mr. Baldetti shall be entitled to receive a certificate or certificates representing such 811 shares upon surrender to the Surviving Corporation for cancellation of one or more certificates representing his shares of Prosser Stock; (iii) the shares of Prosser Stock held by William Loyd shall be converted into 450 shares of validly issued, fully paid and nonassessable shares of common stock of the Surviving Corporation, and Mr. Loyd shall be entitled to receive a certificate or certificates representing such 450 shares upon surrender to the Surviving Corporation for cancellation of one or more certificates representing his shares of Prosser Stock; (iv) the shares of Prosser Stock held by James C. Janning shall be converted into 88 shares of validly issued, fully paid and nonassessable shares of common stock of the Surviving Corporation, and Mr. Janning shall be entitled to receive a certificate or certificates representing such 88 shares upon surrender to the Surviving Corporation for cancellation of

one or more certificates representing his shares of Prosser Stock; and (v) the shares of Prosser Stock held by Harbour Group Investments, L.P. shall be converted into 6,462 shares of validly issued, fully paid and nonassessable shares of common stock of the Surviving Corporation, and Harbour Group Investments, L.P. shall be entitled to receive a certificate or certificates representing such 6,462 shares upon surrender to the Surviving Corporation for cancellation of one or more certificates representing its shares of Prosser Stock.

RESOLVED, that the proper officers of the Corporation be and they hereby are authorized, empowered and directed, in the name of and on behalf of the Corporation, to take any and all actions which any such officer or officers shall deem necessary or desirable to effect the Burks Merger, including without limitation, the execution, acknowledgment and filing of a Certificate of Ownership and Merger with respect to the Burks Merger in accordance with Section 253 of the Delaware General Corporation Law.

RESOLVED, that the proper officers of the Corporation be and they hereby are authorized to take such further actions and to execute all such further instruments and documents in the name of and on behalf of the Corporation and under its corporate seal and otherwise, and to pay all such costs and expenses as shall be necessary or appropriate to accomplish the purpose of the foregoing resolutions.

BURKS PUMPS, INC.

Consent of Directors

The undersigned, being all the members of the Board of Directors of Burks Pumps, Inc., a Delaware corporation (the "Corporation"), acting by written consent without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law, do hereby consent to the adoption of the following resolution:

RESOLVED, that the following be and hereby are appointed officers of the Corporation, to serve at the pleasure of the Board:

Chairman and Assistant Secretary	-	James C. Janning
President	-	Paul G. Baldetti
Vice President, Finance and Treasurer	-	Michael Koon
Vice President, Manufacturing	-	C. Wayne Gillespay
Vice President, Engineering	-	W.K. Haebich
Assistant Secretary	-	Ralph S. Lobdell
Vice President and Secretary	-	Robert Hull
Assistant Secretary	-	William A. Schmalz

Dated: March 1, 1989

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Ralph S. Lobdell

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Robert W. Hull

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James C. Janning