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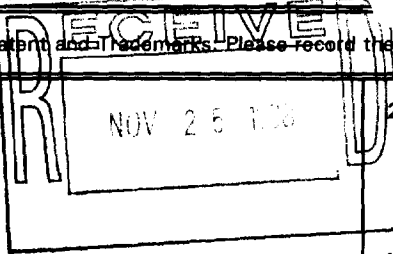
RECORDATION FOR
TRADEMARKS



100911374

Packet No.: 5887-109

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



1. Name of conveying party(ies):

Merit Acquisition Corp.
c/o The Riverside Company
Rockefeller Center
630 5th Avenue
New York, New York 10111

(a Delaware corporation)

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

Merit Industries, Inc.
2525 State Road
Bensalem, Pennsylvania 19020

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Delaware
- Other:

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

(Designations must be a separate document from Assignment)

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: August 20, 1998

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

A. Trademark Application No.(s):

75/497,844	75/497,881
75/497,845	75/497,882
75/497,848	75/498,727
75/497,849	75/498,989
75/497,878	75/498,990
75/497,879	75/498,991
75/497,880	75/499,302

B. Trademark Registration No.(s):

1,258,707	1,436,546	2,055,424
1,296,470	1,542,638	2,059,380
1,323,426	1,601,494	2,061,411
1,355,644	1,656,129	2,071,940
1,388,938	1,691,711	2,081,362
1,390,035	1,713,564	2,093,860
1,414,355	1,850,787	2,127,824
1,415,133	1,851,572	

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

Jay K. Meadway
PANITCH SCHWARZE JACOBS & NADEL, P.C.
One Commerce Square
2005 Market Street, 22nd Floor
Philadelphia, PA 19103-7086
Telephone: 215-567-2020
Facsimile: 215-567-2991
E-Mail: psjn@psjn.com

6. Total number of applications and registrations involved: [37]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
36 x \$25.00 = \$ 900.00

Authorized to be charged to deposit account

8. Deposit account number: 16-0235

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.

Jay K. Meadway
Name of Person Signing

Jay K. Meadway
Signature

11/20/98
Date

Total number of pages including cover sheet, attachments and document: [3]

State of Delaware

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 AMENDMENT OF "MERIT ACQUISITION CORP.", CHANGING ITS NAME FROM "MERIT ACQUISITION CORP." TO "MERIT INDUSTRIES INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 1998, AT 1 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2928931 8100

AUTHENTICATION:

9270694

981330221

DATE:

08-25-98

TRADEMARK
REEL: 1821 FRAME: 0524

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
MERIT ACQUISITION CORP.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware:

MERIT ACQUISITION CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That, by means of certificates of consent of the sole director and sole stockholder of the Corporation, resolutions were duly adopted setting forth proposed amendments to the Certificate of Incorporation of the Corporation, and declaring said amendment to be advisable; and that the resolution setting forth said proposed amendments is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by: (1) deleting the terms "MERIT ACQUISITION CORP." where they appear in the heading of the Certificate of Incorporation of the Corporation and adding in lieu thereof the terms "MERIT INDUSTRIES INC."; and (2) deleting Article 1 of the Certificate of Incorporation of the Corporation and adding in lieu thereof the following net Article 1:

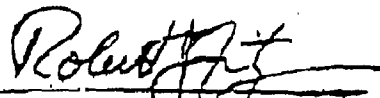
1. NAME. The name of the corporation is MERIT INDUSTRIES INC. (the "Corporation").

SECOND: That said amendments were authorized by the sole stockholder of the Corporation, by means of a certificate of consent of said stockholder.

THIRD: That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its officers thereto duly authorized this 20 day of August, 1998.

By:



Name: Robert Fitzsimmons

Title: Vice President and
Assistant Secretary