

12-10-1998

COMMERCE
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RECORDATION FORM COVER

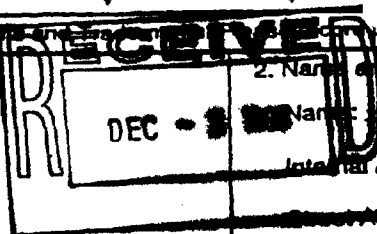
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To the Honorable Commissioner of Patents and Trademarks, New York State, New York, for the recording of original documents or copy thereof.

12-2-98



1. Name of conveying party(ies):

Hosokawa Bepex Corporation

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

Name: Hosokawa Micron International Inc.

Internal Address:

Street Address: 780 Third Avenue

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

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

City: New York State: NY ZIP: 10017

- 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

(Designation 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: September 28, 1998

Effective Date: October 1, 1998

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

A. Trademark Application No.(s)

12/09/1998 SBURNS 00000138 670889

01 FC:581 40.00 OP

B. Trademark registration No.(s)

670,889

Additional numbers attached? Yes No

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

Name: Robert L. Powley, Esq.

Internal Address: Nims, Howes, Collison,
Hansen & Lackert

Street Address: 605 Third Avenue
Suite 3500

City: New York State: NY ZIP: 10158

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:

(Attach duplicate copy of this page if paying by deposit account)

Void date: 12/09/1998 SBURNS 670889
12/09/1998 SBURNS 00000138 670889
01 FC:581 -40.00 OP

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.

Robert L. Powley (Reg. No. 42,087)

Name of Person Signing

Signature

Dec. 2, 1998

Date

Total number of pages comprising cover sheet: 1

CMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate

REEL: 1824 FRAME: 0663

12/09/1998 SBURNS 00000138 670889 40.00 OP 01 FC:461

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 OWNERSHIP, WHICH MERGES:

"HOSOKAWA BEPEX CORPORATION", A DELAWARE CORPORATION,
 WITH AND INTO "HOSOKAWA MICRON INTERNATIONAL INC." UNDER THE
 NAME OF "HOSOKAWA MICRON INTERNATIONAL INC.", A CORPORATION
 ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
 AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF
 SEPTEMBER, A.D. 1998, AT 1:30 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

2102316 8100M
 981379247

AUTHENTICATION: 9331211
 DATE: 09-30-98

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Hosokawa Bepex Corporation

INTO

Hosokawa Micron International Inc.

Hosokawa Micron International Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the twenty-third day of September, 1986 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all 1,001 of the outstanding shares of common stock of Hosokawa Bepex Corporation a corporation incorporated on the Twenty-fifth day of September, 1991, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this 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 Twenty-fifth day of August, 1998, determined to and did merge into itself said Hosokawa Bepex Corporation:

RESOLVED, that Hosokawa Micron International Inc. merge, and it hereby does merge into itself said Hosokawa Bepex Corporation and assumes all its obligations; and

FURTHER RESOLVED, that the merger shall become effective on October 1, 1998.

FURTHER RESOLVED, that the proper officer of this corporation be and he is hereby directed to make and execute a Certificate of ownership and Merger setting forth a copy of the resolutions to merge said Hosokawa Bepex 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 Hosokawa Micron International Inc. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Hosokawa Micron International Inc. has caused this Certificate to be signed by Simon H. Baker, its Vice President, this Twenty-eighth day of September, 1998.



By: Simon H. Baker, Vice President

TOTAL P. 02
TOTAL P. 04