

12-21-1998



To the Honorable Commissioner of

100925132

Documents or copy thereof.

1. Name of conveying party(ies):

Aerocover, Inc.

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

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

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

Name: The Colonel's Rugged Liner, Inc.

Internal Address: _____

Street Address: 620 South Platt Road

City: Milan State: MI ZIP: 48160

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 04-23-98

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,510,054

Additional numbers attached? Yes No

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

Name: PRICE & ADAMS

Internal Address: _____

Street Address: 4135 Brownsville Road

P.O. Box 98127

City: Pittsburgh State: PA ZIP: 15227

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)

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.

John M. Adams
Name of Person signing

John M. Adams
Signature

12-10-98
Date

Total number of pages including cover sheet, attachments, and document: (6)

Mail documents to be recorded with the required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments

TRADEMARK
REEL: 1827 FRAME: 0827

42/116 JWA/KIN 000002 1510054
40/008 JP

9832-814

Microfilm Number _____
Entity Number 2804690

Filed with the Department of State on APR 24 1998
[Signature]
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCR:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to the articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: The Colonel's Razor Lamer, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: CT Corporation System _____ Philadelphia
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____

Number and Street City State Zip County

(PA - 1424 - 11/1/93)

98 APR 24 PM 12:45

PA DEPT OF STATE

9832-815

DSCB:15-1926 (Rev 90)-2

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
Ruffed Grouse, Inc.	237 West Main Street, Uniontown, PA 15401	Fayette
Triad Management Group, Inc.	237 West Main Street, Uniontown, PA 15401	Fayette
Arcoserve, Inc.	261 McClellandtown Road, Uniontown, PA 15401	Fayette
Ground Force, Inc.	261 McClellandtown Road, Uniontown, PA 15401	Fayette

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of adoption
Ruffed Grouse, Inc.	Adopted by the directors and shareholders*
Triad Management Group, Inc.	Adopted by the directors and shareholders*
Arcoserve, Inc.	Adopted by the directors and shareholders*
Ground Force, Inc.	Adopted by the directors and shareholders*

*Pursuant to 15 Pa.C.S. § 1727(a).

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

Not applicable.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

9832- 816

DSCR-15-1924 (Rev 90)-3

P.O. Box 239 Mt. Braddock PA 15465
Number and Street City State Zip

IN TESTIMONY WHEREOF, the undersigned, corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 23rd day of April, 1998.

THE COLONIAL RUGGED LINE, INC.
(Name of Corporation)

BY: *Richard H. Schaefer*
(Signature)
Richard S. Schaefer, Esq.
TITLE: PRESIDENT

RUGGED LINE, INC.
(Name of Corporation)

BY: *[Signature]*
(Signature) Mark R. Gorman
TITLE: PRESIDENT

TRIAD MANAGEMENT GROUP, INC.
(Name of Corporation)

BY: *[Signature]*
(Signature) Mark R. Gorman
TITLE: PRESIDENT

AERDOOVER, INC.
(Name of Corporation)

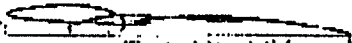
BY: *[Signature]*
(Signature) Mark R. Gorman
TITLE: PRESIDENT

(PA. - 1437)

9832- 817

DSCB:15-1926 (Rev 90)-4

GROUND FORCE, INC.
(Name of Corporation)

BY: 
(Signature) MARK H. GERSON

TITLE: PRESIDENT

GA - 1434

9832- 818

DSCB:13-1916 (Rev 90)-5

EXHIBIT A

Upon the effective time of the mergers described in these Articles of Merger, the name of the surviving corporation shall be "Rugged Liner, Inc." No other changes to the articles of incorporation of the surviving corporation shall be effected by the mergers.

(PA. - 1424)