

RECORDATION FORM COVER TRADEMARKSON

02-08-1999

COMMERCE mark Office

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



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) of copy, and of.

1. Name of conveying party(ies):
 D-Q Acquisition Company
 Dayton Technologies, Inc.
 (Delaware) **2-199**

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: Dayton Technologies, Inc.
a corporation of Ohio

Internal Address: _____

Street Address: 351 N. Garver Road

City: Monroe State: OH ZIP: 45050

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Ohio
 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: 12/6/97

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

A. Trademark Application No. (s) _____
 B. Trademark Registration No.(s) 1,762,875 issued April 6, 1993

CERTIFICATE OF MAILING
 Refund Ref: 02/05/1999 DNGUYEN 000007630
 I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, United States Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513
 CHECK Refund Total: 140.00
 Additional numbers attached? Yes No

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

Name: Matthew R. Jenkins
 Internal Address: _____
Jacox, Meckstroth & Jenkins
 Street Address: 2310 Far Hills Avenue
 City: Dayton State: OH ZIP: 45419

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 80.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
10-0220
 (Attach duplicate copy of this page if paying by deposit account)

01 FC:481 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.

Name of Person Signing: _____ Signature: Max N. Jenkins Date: 1/8/98

Total number of pages including cover sheet, attachments, and document: 8

06088-0417

768923
Approved: [Signature]
Date: 12/16/97
Fee: 99205.800T
OFF. 12/16/97
DEC 03 1997

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is: D-Q Acquisition Company

(if the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: Dayton Technologies, Inc.

(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____

[] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of , and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: (If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)

Name	State/Country of Organization	Type of Entity
<u>Dayton Technologies, Inc.</u>	<u>Delaware</u>	<u>Corporation</u>
		<u>FL 9539-F3</u>

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Neal Pemberton</u>	<u>351 N. Garver Road</u> (street and number)
	<u>Monroe, OH 45050</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective on: December 6, 1997

(If a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>Jeffrey A. Melnick</u>	<u>33 W. First Street, Ste 600</u> (complete street address)
	<u>Dayton, Ohio</u> <u>45402</u> (city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

 (name) (street and number)
 _____, Ohio _____
 (city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____
month day year
 under the laws of the state/country of _____
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. **Foreign Qualifying Limited Partnership**

(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

b. The limited partnership was formed on _____
month day year
under the laws of the state/country of _____

c. The address of the office of the limited partnership in its state/country of organization
is _____

d. The limited partnership's principal office address is

e. The names and business or residence addresses of the GENERAL partners of the
partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses.)

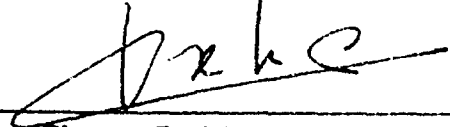
f. The address of the office where a list of the names and business or residence
addresses of the limited partners and their respective capital contributions is to be
maintained is:

The limited partnership hereby certifies that it shall maintain said records until the
registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

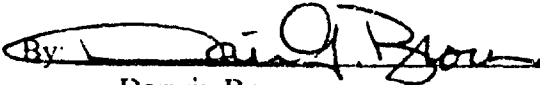
06088-0452

D-Q Acquisition Company
exact name of entity

By: 
Clement De Meersman
Its: President

Date: November 20, 1997

Dayton Technologies, Inc.
exact name of entity

By: 
Darwin Brown
Its: President

Date: November 20, 1997

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; If insufficient space for signature, a separate sheet should be attached containing such signatures)

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EXHIBIT A

**CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF D-Q ACQUISITION COMPANY 06088-0453**

Pursuant to Section B of the Agreement of Merger by and between D-Q Acquisition Company and Dayton Technologies, Inc., Article FIRST of the Articles of Incorporation of D-Q Acquisition Company is amended in its entirety to read as follows:

FIRST. The name of this corporation shall be Dayton Technologies, Inc.

2205303AMND EXH