

03-02-1999



100976165

REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

2.26.99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year

- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Neutron Industries, Inc.

Execution Date
Month Day Year

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Ohio

Receiving Party

Mark if additional names of receiving parties attached

Name State Industrial Products Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3100 Hamilton Avenue

Address (line 2) _____

Address (line 3) Cleveland Ohio 44114

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Ohio

03/01/1999 JSHABAZZ 00000111 1691102

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 250.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

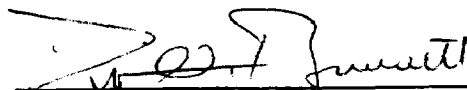
Yes

No

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. Charges to deposit account are authorized, as indicated herein.

William A. Barnett



12/23/99

Name of Person Signing

Signature

Date Signed

REGISTRATION NUMBERS

1,691,102
2,008,760
2,006,381
2,003,307
1,927,612
1,637,359
1,378,773
1,810,427
2,120,822
2,120,822
1,681,729



Prescribed by
 Bob Taft, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form MER (July 1994)

Approved _____
 Date _____
 Fee _____

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:

STATE INDUSTRIAL PRODUCTS CORPORATION

(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: _____

(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
** Jay Manufacturing Company	Ohio/U.S.A.	Corporation
** Neutron Industries, Inc.	Ohio/U.S.A.	Corporation
** UZ Engineered Products Company	Ohio/U.S.A.	Corporation
** State Chemical Overseas, Inc.	Ohio/U.S.A.	Corporation
** Wholly-owned subsidiary corporations being merged into the parent company for convenience and to achieve economies of scale.		

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
William A. Barnett, Secretary	3100 Hamilton Avenue
	(street and number)
	Cleveland, Ohio 44114
	(city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On December 31, 1998 (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

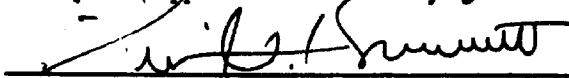
The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>William A. Barnett</u>	<u>3100 Hamilton Avenue</u> <small>(complete street address)</small>
	<u>Cleveland, OH 44114</u> <small>(city, village or township) (zip code)</small>

(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, articles of organization or certificate of limited partnership (strike the inapplicable terms) 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 _____ under the laws of the state/country of _____
month day year
- 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: _____

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.

State Industrial Products Corporation

exact name of entity

By: _____

Its: CEO

Date: _____

exact name of entity

By: [Signature]

Its: CFO

Date: 9/23/98

Jay Manufacturing Company

exact name of entity

By: _____

Its: Vice President

Date: _____

exact name of entity

By: [Signature]

Its: V.P.

Date: 9/23/98

Neutron Industries, Inc.

exact name of entity

By: _____

Its: Vice President

Date: _____

exact name of entity

By: [Signature]

Its: V.P.

Date: 9/23/98

UZ Engineered Products Company

exact name of entity

By: _____

Its: Senior Vice President

Date: _____

exact name of entity

By: [Signature]

Its: Senior V.P.

Date: 9/23/98

State Chemical Overseas, Inc.

exact name of entity

By: _____

Its: Executive Vice President

Date: _____

exact name of entity

By: [Signature]

Its: Exec. V.P.

Date: 9/23/98

(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)

STATE INDUSTRIAL PRODUCTS CORPORATION

WRITTEN ACTION BY DIRECTORS

The undersigned, being all of the directors of State Industrial Products Corporation, an Ohio corporation (the "Company"), hereby approve and adopt the following resolutions by written action pursuant to Section 1701.54 of the General Corporation Law of the State of Ohio:


Approval of Merger

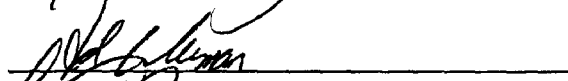
RESOLVED, that the merger of Neutron Industries, Inc., an Ohio corporation and wholly-owned subsidiary of the Company, with and into the Company, pursuant to and in accordance with the Plan and Agreement of Merger attached hereto as Exhibit A, be, and the same hereby is, approved and adopted;


FURTHER RESOLVED, that each of the officers of the Company be, and hereby is, authorized and directed to execute and deliver, for and on behalf of the Company, said Plan and Agreement of Merger in the form attached hereto as Exhibit A, with such changes therein as such officer shall approve upon advice of Counsel to the Company, such approval to be conclusively evidenced by the execution and delivery thereof; and


FURTHER RESOLVED, that each of the officers of the Company be, and hereby is, authorized and directed, for and on behalf of the Company, to do all things, take all actions, and execute and deliver all certificates, instruments or other documents that such officer may deem necessary or desirable in connection with the consummation of the transactions contemplated by said Plan and Agreement of Merger and all matters related thereto.

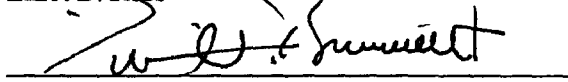
IN WITNESS WHEREOF, the undersigned, being all of the directors of the Company, have hereunto subscribed their names as of this 9th day of October, 1998.


Malcolm Zucker


Harold Uhlman


Cary Zucker


Elliot B. Ross


William A. Barnett

NEUTRON INDUSTRIES, INC.

WRITTEN ACTION BY SHAREHOLDERS

The undersigned, being the sole shareholder of Neutron Industries, Inc., an Ohio corporation (the "Subsidiary"), hereby approve and adopt the following resolutions by written action pursuant to Section 1701.54 of the General Corporation Law of the State of Ohio:

Approval of Merger

RESOLVED, that the merger of the Subsidiary with and into State Industrial Products Corporation, an Ohio corporation and parent of Subsidiary, pursuant to and in accordance with the Plan and Agreement of Merger attached hereto as Exhibit A, be, and the same hereby is, approved and adopted;

FURTHER RESOLVED, that each of the officers of the Subsidiary be, and hereby is, authorized and directed to execute and deliver, for and on behalf of the Subsidiary, said Plan and Agreement of Merger in the form attached hereto as Exhibit A, with such changes therein as such officer shall approve upon advice of Counsel to the Subsidiary, such approval to be conclusively evidenced by the execution and delivery thereof;

FURTHER RESOLVED, that each of the officers of the Subsidiary be, and hereby is, authorized and directed, for and on behalf of the Subsidiary, to do all things, take all actions, and execute and deliver all certificates, instruments or other documents that such officer may deem necessary or desirable in connection with the consummation of the transactions contemplated by said Plan and Agreement of Merger and all matters related thereto.

IN WITNESS WHEREOF, the undersigned, being the [sole] shareholder of the Subsidiary, has hereunto subscribed its name as of this 9th day of October, 1998.

STATE INDUSTRIAL PRODUCTS CORPORATION

By: [Signature]

Its: C.O.

NEUTRON INDUSTRIES, INC.

WRITTEN ACTION BY DIRECTORS

The undersigned, being all of the directors of Neutron Industries, Inc., an Ohio corporation (the "Subsidiary"), hereby approve and adopt the following resolutions by written action pursuant to Section 1701.54 of the General Corporation Law of the State of Ohio:


Approval of Merger

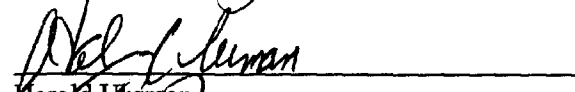
RESOLVED, that the merger of the Subsidiary with and into the State Industrial Products Corporation, an Ohio corporation and parent of Subsidiary, pursuant to and in accordance with the Plan and Agreement of Merger attached hereto as Exhibit A, be, and the same hereby is, approved and adopted;

FURTHER RESOLVED, that each of the officers of the Subsidiary be, and hereby is, authorized and directed to execute and deliver, for and on behalf of the Subsidiary, said Plan and Agreement of Merger in the form attached hereto as Exhibit A, with such changes therein as such officer shall approve upon advice of Counsel to the Subsidiary, such approval to be conclusively evidenced by the execution and delivery thereof; and

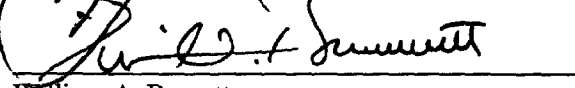
FURTHER RESOLVED, that each of the officers of the Subsidiary be, and hereby is, authorized and directed, for and on behalf of the Subsidiary, to do all things, take all actions, and execute and deliver all certificates, instruments or other documents that such officer may deem necessary or desirable in connection with the consummation of the transactions contemplated by said Plan and Agreement of Merger and all matters related thereto.

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Subsidiary, have hereunto subscribed their names as of this 9th day of October, 1998.


Malcolm Zucker


Harold Whinnan


Cary Zucker


William A. Barnett

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neutron\written action by directors -- subsidiary.doc