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RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

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

MPO
4.23.99

1. Name and address of conveying party: Romet Manufacturing, Inc. 33 Precision Drive Shirley, New York 11967 <input checked="" type="checkbox"/> Corporation of New York	2. Name and address of receiving party: Metro Door, Inc. 99 Smithtown Bypass, 2 nd Floor Hauppauge, New York 11788 <input checked="" type="checkbox"/> Corporation of Delaware
3. Nature of conveyance: Merger Execution Date: April 14, 1999	4. Trademark Registration Nos.: 1,645,791 and 1,651,319

5. Name and address of party to whom correspondence concerning document should be mailed: James D. Kole, Esq. Nixon, Hargrave, Devans & Doyle LLP Clinton Square Post Office Box 1051 Rochester, New York 14603	6. Total number of Registrations involved: 2
7. Total fee (37 CFR 3.41) <u>\$ 65.00</u> <input checked="" type="checkbox"/> <u>\$65.00</u> Check is enclosed.	8. Deposit Account Number: 14-1138 <input checked="" type="checkbox"/> Charge any additional fees to account.

04/29/1999 JSNBRZZ 00000182 1645791

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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.

Kristen E Mollnow
Kristen E. Mollnow

4.23.99
Date

[Total number of pages including Cover Sheet and Assignment Certificate: 12]

State of Delaware
Office of the Secretary of State PAGE 1

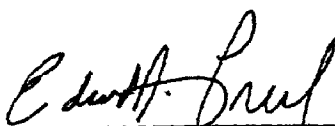
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ROMET MFG. INC.", A NEW YORK CORPORATION,

WITH AND INTO "METRO DOOR, INC." UNDER THE NAME OF "METRO DOOR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.

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





Edward J. Freel, Secretary of State

AUTHENTICATION: 9685409

DATE: 04-14-99

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TRADEMARK
REEL: 1890 FRAME: 0697

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
ROMET MFG. INC.
INTO
METRO DOOR, INC.
PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE**

The undersigned, Metro Door, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") does hereby certify:

FIRST: That the Corporation was organized pursuant to the General Corporation Law of the State of Delaware on the 24th day of March, 1999.

SECOND: That the Corporation owns 100% of the issued and outstanding shares of Romet Mfg. Inc., a corporation organized and existing under the laws of the State of New York (the "Subsidiary").

THIRD: That the laws of the State of New York permit a corporation organized under the laws of the State of New York to merge with and into a corporation organized under the laws of the State of Delaware.

FOURTH: That the Board of Directors of the Corporation adopted the following resolutions by unanimous written consent dated as of April 14, 1999 which provide for the merger of the Subsidiary into the Corporation:

RESOLVED: That a merger of Romet Mfg. Inc., a corporation organized and existing under the law of the State of New York (the "Subsidiary"), with and into the Corporation is in the best interests of the Corporation and its shareholders; and further

RESOLVED: That the merger shall become effective when the Certificate of Ownership and Merger (the "Certificate of Ownership and Merger") has been filed in the office of the Secretary of State of Delaware; and further

RESOLVED: That the Certificate of Incorporation, By-Laws, directors and officers of the Corporation shall be the Certificate of Incorporation, By-Laws, directors and officers of the surviving corporation; and further

RESOLVED: That the Subsidiary has authorized ten thousand (10,000) shares of common stock, no par value, of which six thousand eight hundred thirty two (6,832) shares of common stock are issued and outstanding. At the time the merger becomes effective, all of the issued and outstanding shares of the Subsidiary shall be cancelled; and further

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/14/1999
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RESOLVED: That the Plan of Merger, the Certificate of Ownership and Merger, and the Certificate of Merger presented to the Board of Directors on the date hereof are hereby authorized and approved; and further

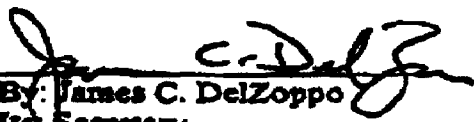
RESOLVED: That the appropriate officers of the Corporation be and hereby are authorized to execute and file the Certificate of Ownership and Merger and the Certificate of Merger on behalf of the Corporation with such changes therein as the officers executing the same may approve (their execution and delivery thereof to be conclusive evidence of such approval), and to take all such actions and execute and delivery all such agreements, certificates, instruments and other documents, and to affix thereto the Corporation's seal as required, as may be necessary or appropriate to perform and to carry out the purposes and intent of the foregoing resolutions.

IN WITNESS WHEREOF, Metro Door, Inc. has caused this Certificate of Ownership and Merger to be signed by its President and attested by its Secretary this 11 day of April, 1999.

METRO DOOR, INC.


By: John F. Dunbar, Jr.
Its: President

Attest:


By: James C. DelZoppo
Its: Secretary

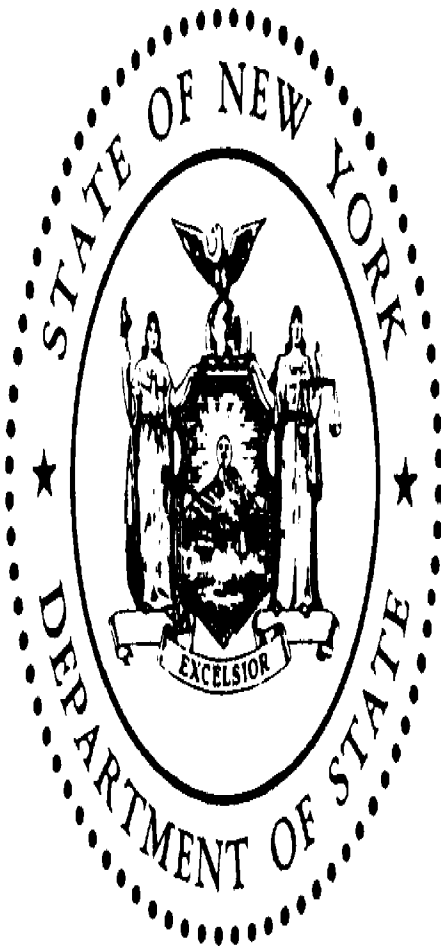
State of New York
Department of State } *ss:*

EL281409310US

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

APR 20 1999



A handwritten signature in black ink, appearing to read "J. Clark", with a long horizontal line extending to the right.

Special Deputy Secretary of State

F990414000110

**CERTIFICATE OF MERGER
OF
ROMET MFG. INC.
INTO
METRO DOOR, INC.**

EL281409310US

Under Section 907 of the Business Corporation Law

We, the undersigned, being respectively the President and Secretary of Metro Door, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware, do hereby certify:

1. The name of the domestic corporation to be merged is Romet Mfg. Inc., a corporation organized and existing under and by virtue of the laws of the State of New York. The name of the surviving corporation is Metro Door, Inc.
2. The number of outstanding shares of Romet Mfg. Inc. is 6,832 shares of common stock, no par value per share. The surviving corporation, Metro Door, Inc., owns all 6,832 shares of the outstanding common stock of Romet Mfg. Inc.
3. The merger is permitted by the laws of Delaware, the jurisdiction of incorporation of Metro Door, Inc.
4. Metro Door, Inc. was incorporated in Delaware on March 24, 1999, and its application for authority to do business in New York was filed on April 7, 1999. Its fictitious name used in New York pursuant to Article 13 of the Business Corporation Law is Metro Door of New York.
5. The Certificate of Incorporation of Romet Mfg. Inc. was filed by the Department of State of the State of New York on April 16, 1982.
6. The plan of merger of Romet Mfg. Inc. into Metro Door, Inc. was adopted by the Board of Directors of Metro Door, Inc.
7. Metro Door, Inc. agrees that it may be served with process in New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in New York, which is a constituent corporation in such merger or consolidation, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against Metro Door, Inc.
8. Metro Door, Inc. agrees that subject to the provisions of Section 623 (Procedure to enforce shareholder's right to receive payment for shares) of the Business Corporation Law, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if

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any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.


9. The Secretary of State of the State of New York is designated the agent of Metro Door, Inc. upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 (Service of process) of the Business Corporation Law, in any action or special proceeding. The post-office address to which the Secretary of State shall mail a copy of any process against Metro Door, Inc. is:

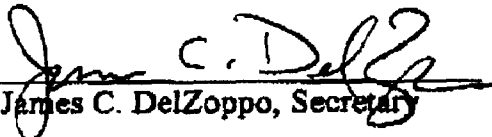
Metro Door, Inc.
99 Smithtown Bypass, 2nd Floor
Hauppauge, NY 11788

10. All fees and taxes (including penalties and interest) administered by the department of taxation and finance which are then due and payable by Romet Mfg. Inc. have been paid and an estimated cessation franchise tax report through the anticipated date of the merger (which estimated return shall be subject to amendment) has been filed by Romet Mfg. Inc. The surviving foreign corporation will within thirty days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed and promptly pay to the department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation by Romet Mfg. Inc.

IN WITNESS WHEREOF, this Certificate has been signed on the 14 day of April, 1999, and the statements contained herein are affirmed as true under penalties of perjury.

METRO DOOR, INC.

By: 
John F. Dunbar, Jr., President

By: 
James C. DelZoppo, Secretary

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