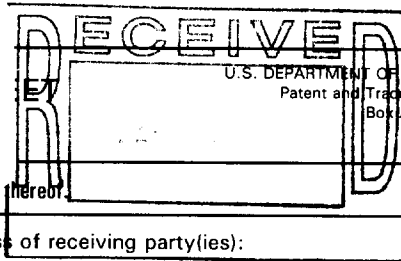


06-01-1999



101051051



RE
5.24.99

To the Honorable Commissioner of Patents and Trademark.

1. Name of conveying party:

Century 400, Inc.
31965 United Avenue
Pueblo, Colorado 81001

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

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

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

Name: Windsor Industries, Inc.

Internal Address: _____

Street Address: 1351 W. Stanford Ave.

City: Denver State: CO ZIP: 80110

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Colorado
- 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) & addresses attached? Yes No

3. Nature of conveyance

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

Execution Date: _____

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

Trademark Application No.(s)

B. Trademark Registration No.(s)

2,199,057

Additional numbers attached? Yes No

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

Name: DAVID F. ZINGER

Internal Address: SHERIDAN ROSS P.C.

Street Address: 1700 LINCOLN STREET, SUITE 3500

City: DENVER State: CO ZIP 80203-4501

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: **19-1970**

(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.

David F. Zinger

Name of person signing

Signature

Date

May 20, 1999

05/28/1999 MTHA11 00000104 2199057

Total number of pages including cover sheet, attachments and document: 10

01 FC:481

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO COMMISSIONER FOR PATENTS, BOX ASSIGNMENTS, WASHINGTON, DC 20231 ON May 20, 1999.

SHERIDAN ROSS P.C.

BY:

A S S I G N M E N T

WHEREAS, CENTURY 400, INC., a corporation, having a principal place of business at 31965 United Avenue, Pueblo, Colorado 81001, has adopted, used, and is using a mark which is registered in the United States Patent and Trademark Office, Registration No. 2,199,057, Registered October 20, 1998, for the mark MUD SUCKER (Plus Design) for Carpet Cleaning and Upholstery Cleaning Machines and Parts Therefor; and

WHEREAS, WINDSOR INDUSTRIES, INC., a Colorado corporation, having a principal place of business at 1351 West Stanford Avenue, Englewood, Colorado, is desirous of acquiring said mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said CENTURY 400, INC. does hereby assign unto said WINDSOR INDUSTRIES, INC., all right, title, and interest in and to said mark, together with the goodwill of the business symbolized by the mark in the above-identified registration thereof.

IN TESTIMONY WHEREOF, CENTURY 400, INC. hereunto sets its hand and seals this 3rd day of November, 1998.

CENTURY 400, INC.

By: 

PAMULA C. SHERO

Title: President

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER is entered into between Century 400, Inc, a California Corporation (herein "Surviving Corporation") and Metal Action, Inc., a California Corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Each outstanding share of Merging Corporation shall be converted to .01 shares of Surviving Corporation.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

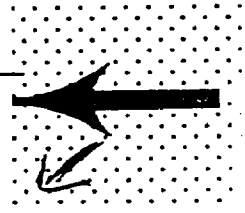
IN WITNESS WHEREOF the parties have executed this Agreement.

CENTURY 400, INC.

METAL ACTION, INC.

BY: *William K. Shero*
William K. Shero, President

BY: *William K. Shero*
William K. Shero, President



CENTURY 400, INC.

METAL ACTION, INC.

BY: *Pamula C. Shero*
Pamula C. Shero, Secretary

BY: *Pamula C. Shero*
Pamula C. Shero, Secretary

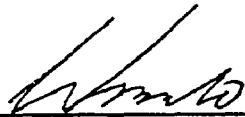
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

William K. Shero and Pamula C. Shero certify that:

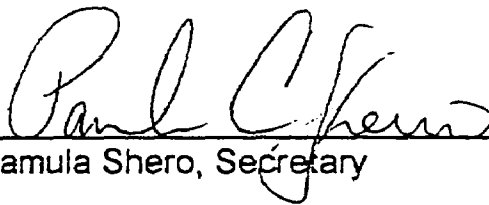
1. They are the President and Secretary, respectively, of CENTURY 400, INC., a California Corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 13,750.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

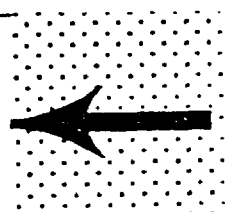
Date: December 31, 1996



William K. Shero, President



Pamula Shero, Secretary




CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

William K. Shero and Pamula C. Shero certify that:

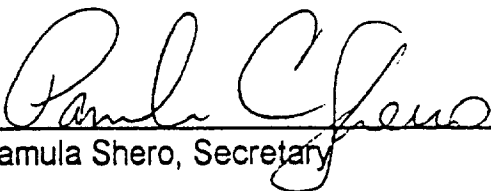
1. They are the President and Secretary, respectively, of METAL ACTION, INC., a California Corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 42,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

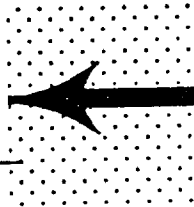
Date: December 31, 1996



William K. Shero, President



Pamula Shero, Secretary



Assumption of Tax Liability/Request for Tax Clearance Certificate Supplemental Information

CORPORATE NAME Metal Action, Inc.		CALIFORNIA CORPORATION NUMBER 1443694
Date business commenced in California: 8/19/88	Date business ceased or will cease in California: 12/31/96	Latest income period for which a California return has been filed: 6/30/96

The Franchise Tax Board will issue a Tax Clearance Certificate when all taxes have been paid or secured. If a final return has not been filed, one should be filed within 2 months and 15 days after the close of the month in which the dissolution or withdrawal takes place. All returns remain subject to audit until expiration of normal statutory period.

Please indicate the status of ANY IRS activity:

Has the IRS redetermined the corporation's income tax liability for any prior year(s) which has not previously been reported to California? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, please furnish a copy of the Revenue Agent's Report.	Is the IRS currently examining the corporation or has the corporation been notified of a pending examination? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, please indicate the years involved: Current Examination: _____ Pending Examination: _____
---	---

**COMPLETE PAGES 2 AND 3 OF THIS FORM FOR AN INDIVIDUAL ASSUMPTION OF TAX LIABILITY.
COMPLETE PAGE 4 FOR A CORPORATION ASSUMPTION OF TAX LIABILITY.**

If the Tax Clearance Certificate is to be issued on a taxes paid basis, please check this box.

Supplemental Information. Please furnish the following information if the business carried on in California will be continued by another corporation after the taxpayer's dissolution or withdrawal.

NAME OF TRANSFEREE Century 400, Inc.	CALIFORNIA CORPORATION NUMBER OF TRANSFEREE D-0874341
DATE ASSETS TRANSFERRED TO TRANSFEREE 12/31/96	Section of the Internal Revenue Code applicable to the Transfer of Taxpayer's Business or assets: 368(A)

If the Tax Clearance Certificate is to be mailed to someone other than the Corporation listed above, please complete the following: (A copy of the Tax Clearance Certificate will be sent to the Secretary of State.)

NAME Wm. David Lytle
ADDRESS 229 Colorado Ave. Pueblo, Colorado 81004

When dissolving a CALIFORNIA DOMESTIC STOCK CORPORATION mail completed form to:

**ATTN: LEGAL REVIEW
SECRETARY OF STATE
1500 ELEVENTH ST 3RD FLOOR
SACRAMENTO CA 95814-5701**

When dissolving a CALIFORNIA DOMESTIC NONPROFIT CORPORATION, surrendering a FOREIGN CORPORATION or merging a CORPORATION mail completed form to:

**ATTN: TAX CLEARANCE UNIT
FRANCHISE TAX BOARD
PO BOX 1468
SACRAMENTO CA 95812-1468**

For more information concerning this form, telephone the Franchise Tax Board (916) 845-4124.

INDIVIDUAL ASSUMPTION OF TAX LIABILITY

CORPORATE NAME	CALIFORNIA CORPORATION NUMBER
----------------	-------------------------------

I unconditionally agree to file or cause to be filed with the Franchise Tax Board, under the provisions of the Bank and Corporation Tax Law, such returns and data that may be required and to pay in full all accrued or accruing liabilities for tax, penalty and/or interest and fees due from the above corporation.

My net worth (assets minus liabilities) is not less than: \$ _____ .

(A detailed financial statement, PAGE 3, is required.)

NAME OF INDIVIDUAL ASSUMER: (Must be resident of California)	SOCIAL SECURITY NO.
--	---------------------

ADDRESS

DATE	SIGNATURE
------	-----------

FOR PRIVACY ACT NOTICE, SEE FORM FTB 1131.


FOR INFORMATION CONCERNING COMPLETION OF THIS PAGE, PHONE (916) 845-4124

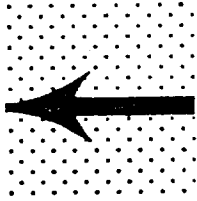
CORPORATION ASSUMPTION OF TAX LIABILITY

The Assumption of Tax Liability

of (1) <u>Metal Action, Inc.</u>)	
)	
)	<u>1443694</u>
)	Corporate No.
by (2) <u>Century 400, Inc.</u>)	
)	
)	<u>D-0874341</u>
)	Corporate No.

incorporated or qualified to do business within the State of California, unconditionally agrees to file with the Franchise Tax Board all returns and data that is required and unconditionally agrees to pay in full all tax liabilities, penalties, interest and fees of (1) Metal Action, Inc.

(2) Century 400, Inc.
 Exact Corporate Name

 Signature and Title of Officer President



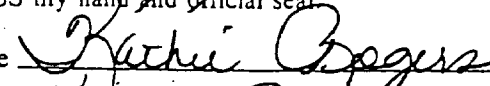
State of Colorado

County of Pueblo

On _____ before me, the undersigned, a Notary Public in and for said State, personally appeared William K. Shero, President of Century 400, Inc.

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Signature 
 Name KATHIE ROGERS
 (typed or printed)



FOR INFORMATION CONCERNING COMPLETION OF THIS PAGE, PHONE (916) 845-4124