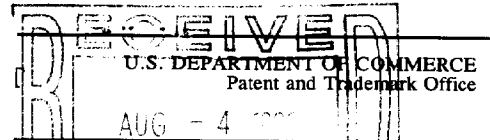


MRD
8-4-99

RECC

08-06-1999



101112391

original documents or copy thereof:

1. Name of conveying party(ies):

A. Anmuth Corp., formerly Mader Instrument Corporation

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

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

Attached is a copy of a certified copy of an amendment to the certificate of incorporation of Mader Instrument Corporation, under Section 805 of the business corporation law wherein the corporate name is change from Mader Instrument Corporation to A. Anmuth Corp.

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

Name: Hu-Friedy Mfg. Co., Inc.

Internal Address: _____

Street Address: 3232 North Rockwell

City: Chicago State: Illinois ZIP: 60618

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Illinois
- 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: June 30, 1999

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,062,891

Additional numbers attached? Yes No

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

Name: Rockey, Milnamow & Katz, Ltd.
Address: Two Prudential Plaza - Suite 4700
180 North Stetson Avenue
Chicago, Illinois 60601

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
 - The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 04-1644.

8. Deposit Account number:

04-1644

(Attach duplicate copy of this page if paying by deposit account)

08/05/1999 DMUYEN 00000188 2062891

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

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.

Paul M. Vargo
Name of Person Signing

Signature

TRADEMARK August 2, 1999
REEL: 001940 FRAME: 0299 Date

ASSIGNMENT OF TRADEMARK

WHEREAS, A. ANMUTH CORP., formerly known as **MADER INSTRUMENT CORPORATION**, a New York corporation formerly of 76 Progress Drive, Stamford, Connecticut, 06902 and presently of c/o Andrew Anmuth, 5 Upland Ct., South Salem, New York, 10590 (hereinafter referred to as "Assignor"), adopted and used the mark "**MADER**" and design in the United States for which it filed an Application for Trademark Registration with the United States Patent and Trademark Office on March 4, 1996, and which Application was assigned Serial No. 75-067,080; and

WHEREAS, the first use of the mark "**MADER**" and design was by Assignor's predecessor in interest and was in 1980 and the first use of the mark "**MADER**" and design in interstate commerce was by Assignor's predecessor in interest and was in 1980; and

WHEREAS, a Trademark Registration for the mark "**MADER**" and design was issued to Assignor by the United States Patent and Trademark Office on May 20, 1997, as Trademark Registration No. 2,062,891; and

WHEREAS, Assignor subsequently entered into an agreement dated the 28th day of April, 1999, with **HU-FRIEDY MFG. CO., INC.**, an Illinois corporation of 3232 North Rockwell, Chicago, Illinois, 60618 (hereinafter referred to as "Assignee"), pursuant to the terms of which Assignor assigned to Assignee and Assignee acquired from Assignor the entire right, title and interest in, to and under said trademark and registration thereof, together with the good will of the business in connection with which said mark is used; and

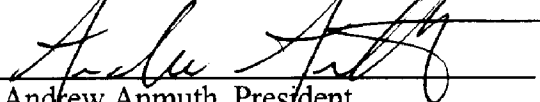
WHEREAS, Assignee desires to have the public record reflect that it has acquired the entire right, title and interest in, to and under the trademark "**MADER**" and design, the issued Trademark Registration No. 2,062,891, any and all common law rights associated therewith and any and all good will of the business in connection with which said mark is used.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby

acknowledged, Assignor does hereby assign unto Assignee the entire right, title and interest in, to and under the trademark "MADER" and design, the issued Trademark Registration No. 2,062,891, any and all common law rights associated therewith and any and all good will of the business in connection with which said mark is used.


Dated: 6-30, 1999

A. ANMUTH CORP., formerly known as
MADER INSTRUMENT CORPORATION

By: 
Andrew Anmuth, President

STATE OF NEW YORK)
) ss
COUNTY OF WESTCHESTER)

Subscribed and sworn to before me
this 30 day of JUNE, 1999.


Notary Public

I:MADER\ASSIGNTM2

LAWRENCE RIGIE
Notary Public, State of New York
No. 4714662
Qualified in Westchester County
Term Expires February 28, 19
2001

CSC 45
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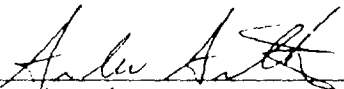
**CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF MADER INSTRUMENT CORPORATION, UNDER SECTION 805 OF THE
BUSINESS CORPORATION LAW**

The undersigned, being both the President and Secretary of Mader Instrument Corporation, does hereby certify, pursuant to Section 805 of the Business Corporation Law of the State of New York, as follows:

1. The name of the corporation is Mader Instrument Corporation.
2. The Certificate of Incorporation of Mader Instrument Corporation was filed with the Department of State on June 6, 1994.
3. The amendment of the certificate of incorporation of Mader Instrument Corporation effected hereby is the amendment of Article FIRST, stating the name of the corporation which is amended so as to read in its entirety as follows:

"The name of the corporation is A. Anmuth Corp."
4. This Amendment of the Certificate of Incorporation was duly adopted by the written consent of the sole shareholder and sole director of the corporation.

IN WITNESS WHEREOF, the undersigned has made and signed this Certificate this 28th day of April, 1999, and affirms the statements contained herein as true under penalties of perjury.

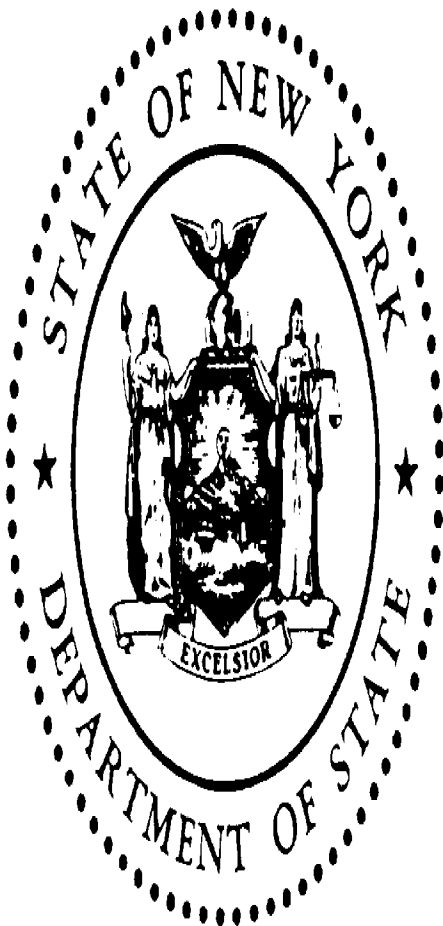


Andrew Anmuth, Sole Shareholder
c/o Lawrence S. Rigie
777 Westchester Avenue, Suite 204
White Plains, New York 10604
914-251-1300

State of New York }
Department of State } ss:

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 JUL 13 1999



A handwritten signature in black ink, appearing to read "J. Clark", written over a horizontal line.

Special Deputy Secretary of State

990505000 0/5
CSC 45

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MADER INSTRUMENT CORPORATION

Under Section 805 of the Business Corporation Law

FILED BY: Lawrence S. Rigie, Esq
777 Westchester Avenue
Suite 204
White Plains, NY 10604
227928SGL

2 u
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY - 5 1999
TAXS
BY: SB
Westchester

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