

08-19-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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8/16-99

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
- Change of Name
- Other _____

Effective Date
Month Day Year
04 01 1999

Conveying Party

Mark if additional names of conveying parties attached

Name Emco Wheaton DTM, Inc.

Execution Date
Month Day Year
03 29 1999

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Syltone Industries, Inc.

DBA/AK/A _____

Composed of _____

Address (line 1) 2501 Constant Comment Place

Address (line 2) _____

Address (line 3) Louisville

KY/USA

40299

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

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.)

Citizenship/State of Incorporation/Organization

DE/USA

08/19/1999 MTHA11 00000047 75154405

FOR OFFICE USE ONLY

01 FC:48
02 FC:482

40.00 OP
25.00 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 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

REEL: 001944 FRAME: 0723

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

(608) 257-7766

Name

Shelley J. Safer

Address (line 1)

LATHROP & CLARK LLP

Address (line 2)

740 Regent Street, Suite 400

Address (line 3)

P.O. Box 1507

Address (line 4)

Madison, WI 53701-1507

Pages

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

#

4

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)

75/154,405	75/154,563	

Number of Properties

Enter the total number of properties involved.

#

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

65.00

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:

#

15-0660

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.

Shelley J. Safer

Name of Person Signing

Shelley J Safer

Signature

August 11, 1999

Date Signed

**CERTIFICATE OF MERGER
OF
EMCO WHEATON DTM, INC.
INTO
DRUM INDUSTRIES, INC.**

To: The Secretary of State of the State of Delaware:

Pursuant to Section 252(c) of the Delaware General Corporation Law, the undersigned corporation submits this Certificate of Merger as follows:

1. The constituent corporations are (a) DRUM INDUSTRIES, INC., a Delaware corporation, and (b) EMCO WHEATON DTM, INC., a North Carolina corporation.
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the Delaware General Corporation Law.
3. The surviving corporation is Drum Industries, Inc., a Delaware corporation.
4. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation, without any amendment or change as a result of the merger except the Certificate of Incorporation, as previously amended, shall be amended by striking Article 1 in its entirety and replacing it with the following:
 1. The name of the Corporation is SYLTONE INDUSTRIES, INC.
5. The executed agreement of merger is on file at the office of the surviving corporation at 2501 Constant Comment Place, Louisville, KY 40299.
6. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
7. The authorized capital stock of Emco Wheaton DTM, Inc. which is the only constituent corporation not incorporated in Delaware, is 1,000 shares of Common Stock.
8. The merger shall become effective at 12:01 a.m. on April 1, 1999.

March 29, 1999

DRUM INDUSTRIES, INC.

By: 
Graham Killarney, President

0150422.01

**ARTICLES OF MERGER
OF
EMCO WHEATON DTM, INC.
INTO
DRUM INDUSTRIES, INC.**

To: The Secretary of State of the State of North Carolina:

Pursuant to Section 55-11-07 of the North Carolina Business Corporation Act, the undersigned corporation submits these Articles of Merger as follows:

1. The plan of merger is as follows:

- (a) The constituent corporations are (1) DRUM INDUSTRIES, INC., a Delaware corporation ("Drum"), which is the surviving corporation, and (2) EMCO WHEATON DTM, INC., a North Carolina corporation ("Emco").
- (b) Emco is merged into Drum. Drum is the surviving corporation.
- (c) As a result of the merger, (1) each share of Drum Common Stock issued and outstanding immediately prior to the merger shall remain an issued and outstanding share of Common Stock of the surviving corporation and shall not be affected by the merger; and (2) each share of Emco Common Stock issued and outstanding immediately prior to the merger shall be converted into Common Stock of Drum, such number of shares to be determined in accordance with an Agreement and Plan of Merger entered into between Drum and Emco.
- (d) The Certificate of Incorporation of Drum shall be its Certificate of Incorporation, without any amendment or change as a result of the merger except the Certificate of Incorporation, as previously amended, shall be amended by striking Article 1 in its entirety and replacing it with the following:

1. The name of the Corporation is SYLTONE INDUSTRIES, INC.

2. Approval by the shareholders of Emco is required by Section 55-11-03 of the North Carolina Business Corporation Act. The plan was approved by the affirmative vote of all outstanding shares. The outstanding shares of Emco consist of ten shares of Common Stock. All outstanding shares of Common Stock were voted in favor of the plan.

3. The plan and performance of its terms were duly authorized by all action required by the laws under which Drum is organized and by its Certificate of Incorporation.

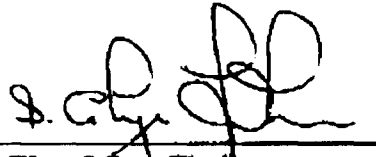
4. The merger is permitted by the law of the State of Delaware. Drum Industries, Inc. has complied with the applicable laws of the State of Delaware.

March 29, 1999

DRUM INDUSTRIES, INC.

By: 
Graham Killarney, President

EMCO WHEATON DTM, INC.

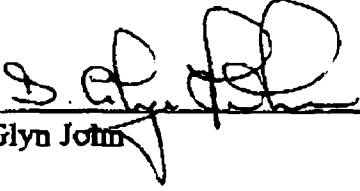
By: 
D. Glyn Joan, Chairman

This instrument prepared by:

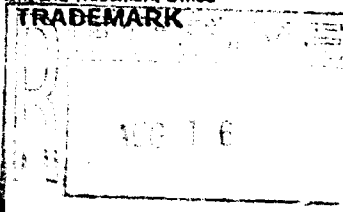
Lisa Ann Vogt
OGDEN NEWELL & WELCH
1700 Citizens Plaza
500 West Jefferson Street
Louisville, Kentucky 40202

WAIVER AND CONSENT

Pursuant to the Stock Agreement by and among Drum International Ltd. n/a/a Syltone Industries plc, Drum Industries, Inc. and David Glyn John, dated March 1, 1995, the undersigned hereby waives his right to purchase his proportionate share of Common Stock of Syltone Industries, Inc. and consents to the issuance of Common Stock of Syltone Industries, Inc. to Syltone Industries plc pursuant to the Agreement and Plan of Merger dated March 29, 1999.



D. Glyn John



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Correspondent Name and Address

Area Code and Telephone Number (608) 257-7766

Name

Shelley J. Safer

Address (line 1)

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P.O. Box 1507

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Madison, WI 53701-1507

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Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

75/154,405

75/154,563

Number of Properties

Enter the total number of properties involved.

#

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

65.00

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:

#

15-0660

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.

Shelley J. Safer

Shelley J. Safer
Signature

August 11, 1999

Name of Person Signing

Date Signed

**CERTIFICATE OF MERGER
OF
EMCO WHEATON DTM, INC.
INTO
DRUM INDUSTRIES, INC.**

To: The Secretary of State of the State of Delaware:

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1. The constituent corporations are (a) DRUM INDUSTRIES, INC., a Delaware corporation, and (b) EMCO WHEATON DTM, INC., a North Carolina corporation.
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4. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation, without any amendment or change as a result of the merger except the Certificate of Incorporation, as previously amended, shall be amended by striking Article 1 in its entirety and replacing it with the following:
 1. The name of the Corporation is SYLTONE INDUSTRIES, INC.
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6. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
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March 29, 1999

DRUM INDUSTRIES, INC.

By 
Graham Killarney, President

0150422.01

**ARTICLES OF MERGER
OF
EMCO WHEATON DTM, INC.
INTO
DRUM INDUSTRIES, INC.**

To: The Secretary of State of the State of North Carolina:

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3. The plan and performance of its terms were duly authorized by all action required by the laws under which Drum is organized and by its Certificate of Incorporation.

4. The merger is permitted by the law of the State of Delaware. Drum Industries, Inc. has complied with the applicable laws of the State of Delaware.

March 29, 1999

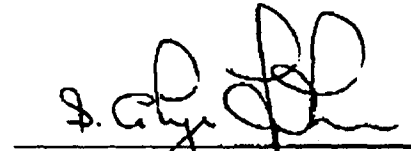
DRUM INDUSTRIES, INC.

By:


Graham Killarney, President

EMCO WHEATON DTM, INC.

By:

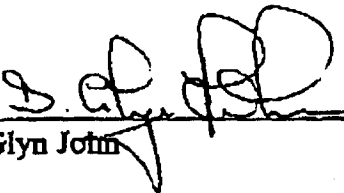

D. Glyn Joan, Chairman

This instrument prepared by:

Lisa Ann Vogt
OGDEN NEWELL & WELCH
1700 Citizens Plaza
500 West Jefferson Street
Louisville, Kentucky 40202

WAIVER AND CONSENT

Pursuant to the Stock Agreement by and among Drum International Ltd. n/a/a Syltone Industries plc, Drum Industries, Inc. and David Glyn John, dated March 1, 1995, the undersigned hereby waives his right to purchase his proportionate share of Common Stock of Syltone Industries, Inc. and consents to the issuance of Common Stock of Syltone Industries, Inc. to Syltone Industries plc pursuant to the Agreement and Plan of Merger dated March 29, 1999.



D. Glyn John