

9-16-99

FORM PTO-1594 (Modified)
(Rev. 8-93)
OMB No. 0851-0011 (exp 4/94)
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TMOS/REV03

REC
TR

09-20-1999

Docket No.:

Tab settings

To the Honorable Commissioner of Patents and Trademarks

101147478

Send original documents or copy thereof

1. Name of conveying party(ies):
Berwind Industries, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: October 9, 1997

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

Name: Berwind Corporation

Internal Address:

Street Address: 1435 Hill Quaker Blvd

City: LaVergne State: TN ZIP: 37086

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Pennsylvania

Other

If assignee is not domiciled in the United States, a domestic designation is Yes No

(Designations must be a separate document from

Additional name(s) & address(es) Yes No

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

A. Trademark Application No.(s)

	B. Trademark Registration No.(s)
1,159,148	1,380,432
1,386,506	1,407,609
	1,380,935
	1,582,088

Additional numbers

Yes No

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

Name: David B. Kirschstein, Esq.

Internal Address: Kirschstein Ottinger Israel & Schiffmiller, P.C.

Street Address: 489 Fifth Avenue, 17th Floor

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ \$165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

09/17/1999 DNGUYEN 00000323 1159148

D1 FC:481
D2 FC:482

40.00 DP
125.00 DP

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 B. KIRSCHSTEIN

Name of Person Signing

[Signature]
Signature

September 14, 1999

Date

Total number of pages including cover sheet, attachments, and 3

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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:

"BERWIND INDUSTRIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BERWIND CORPORATION" UNDER THE NAME OF "BERWIND CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF OCTOBER, A.D. 1997, AT 4:30 O'CLOCK P.M.



2171886 8100M
991336576

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9920446

DATE: 08-13-99

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CERTIFICATE OF OWNERSHIP AND MERGER

of

BERWIND INDUSTRIES, INC.
(a Delaware corporation)

into

BERWIND CORPORATION
(a Pennsylvania corporation)

It is hereby certified that:

1. BERWIND CORPORATION (hereinafter sometimes referred to as the "Corporation") is a business corporation in the Commonwealth of Pennsylvania.
2. The Corporation is the owner of all of the outstanding shares of stock of BERWIND INDUSTRIES, INC., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of BERWIND CORPORATION permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges BERWIND INDUSTRIES, INC. into the Corporation.
5. The following is a copy of the resolutions adopted on September 11, 1997, by the Board of Directors of the Corporation to merge the said BERWIND INDUSTRIES, INC. into the Corporation.

RESOLVED, that the Plan of Merger (attached as Exhibit A), merging Berwind Industries, Inc., a Delaware corporation, with and into this Corporation, to be effective as of the close of business on the date of filing, is hereby approved; and

FURTHER RESOLVED, that upon consummation of the merger pursuant to the Plan of Merger, this Corporation, as the surviving corporation, assume all the obligations and liabilities of Berwind Industries, Inc.; and

FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is directed to make and execute a Certificate of Ownership and Merger merging Berwind Industries, Inc. into this corporation, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of new Castle County and to do all acts and things whatsoever whether within or without the State of Delaware, which may be necessary or proper to effect said merger; and

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FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is directed to make and execute Articles of Merger and to cause such Articles to be filed with the Secretary of State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware which may be necessary or proper to effect such merger; and

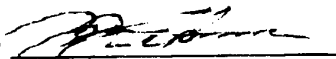
FURTHER RESOLVED, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of BERWIND INDUSTRIES, INC., as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: 3000 Centre Square West, 1500 Market St., Philadelphia, PA 19102; and

FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is hereby authorized and directed to take whatever further action and to execute and deliver whatever further documents and instruments which he or she may deem to be necessary or desirable to consummate and carry out the foregoing resolutions.

Executed on ¹Sept. 15, 1997.

BERWIND CORPORATION

By



Its Vice President

William J. Ekenrude

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PLAN OF COMPLETE LIQUIDATION BY MERGER

of

BERWIND INDUSTRIES, INC.

into

BERWIND CORPORATION

THIS IS A PLAN OF COMPLETE LIQUIDATION BY MERGER (the "Plan of Merger") of Berwind Industries, Inc., a Delaware Corporation adopted pursuant to Section 332 of the Internal Revenue Code of 1986, as amended and Section 275 of the Delaware General Corporation Law. The Plan was approved on September 11, 1997 by BERWIND CORPORATION, a business corporation incorporated under the laws of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date.

1. BERWIND CORPORATION, a Pennsylvania Corporation, owns all of the outstanding stock of BERWIND INDUSTRIES, INC. BERWIND INDUSTRIES, INC. shall, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and pursuant to the provisions of the Delaware General Corporation Law, be merged into BERWIND CORPORATION, which shall be the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania and which is sometimes hereinafter referred to as the "parent corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. The separate existence of BERWIND INDUSTRIES, INC., which is a wholly-owned subsidiary of BERWIND CORPORATION, and which is sometimes hereinafter referred to as the "subsidiary corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Delaware General Corporation Law, and the parent corporation shall assume all of the liabilities of the subsidiary corporation.

2. The Articles of Incorporation of the parent corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall be the Articles of Incorporation of said parent corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

3. The issued shares of the subsidiary corporation shall not be converted or exchanged in any manner inasmuch as the parent corporation presently owns all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued shares of the subsidiary corporation shall be surrendered and extinguished upon the effective date of the merger in the jurisdiction of its organization. The issued shares of the

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parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger in the State of Delaware shall continue to represent one issued share of the parent corporation.

4. This Plan of Merger having been duly approved and adopted on behalf of the parent corporation in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and the merger of the subsidiary corporation into the parent corporation having been fully authorized in accordance with the provisions of said Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, and, this Plan of Merger having been fully approved on behalf of the subsidiary corporation in the manner prescribed by the provisions of the Delaware General Corporation Law, the parent corporation and the subsidiary corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document prescribed by the laws of the State of Delaware and the laws of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

5. Any officer of the parent corporation and any officer of the subsidiary corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the parent corporation and of the subsidiary corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

6. Notwithstanding the full approval and adoption of this Plan of Merger upon behalf of the parent corporation in accordance with the provisions of the Business Corporation law of 1988 of the Commonwealth of Pennsylvania and the full authorization of the merger in accordance therewith, and notwithstanding the full approval of this Plan of Merger upon behalf of the subsidiary corporation in accordance with the provisions of the Delaware General Corporation Law, this Plan of Merger may be terminated at any time prior to the effective date of this Plan of Merger.

7. The effective date of this Plan of Merger and of the merger therein provided for shall be, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania shall govern, as of the close of business on the date of filing.

RECORDED: 09/16/1999

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