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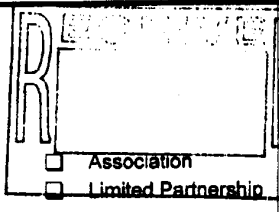
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Perfect Equipment Corp.

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

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



- Association
- Limited Partnership

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

Name: Berwind Industries, Inc.

Internal Address:

Street Address: 1435 Hill Quaker Blvd.

City: LaVergne State: TN ZIP: 37086

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N

(Designations must be a separate document from

Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Execution Date: September 26, 1997

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

A. Trademark Application No.(s)

1,159,148  
1,386,506

B. Trademark Registration No.(s)

1,380,432 1,380,935  
1,407,609 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 00000322 1159148

DO NOT USE THIS SPACE

01 FC:481  
02 FC:482

40.00 OP  
125.00 OP

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

September 14, 1999

Date

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

TRADEMARK  
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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:

"PERFECT EQUIPMENT CORP.", A TENNESSEE CORPORATION,  
WITH AND INTO "BERWIND INDUSTRIES, INC." UNDER THE NAME OF "BERWIND INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1997, AT 9:05 O'CLOCK A.M.



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991336576

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9920447

DATE: 08-13-99

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

PERFECT EQUIPMENT CORP.

INTO

BERWIND INDUSTRIES, INC.  
(a Delaware corporation)

It is hereby certified that:

1. BERWIND INDUSTRIES, INC. [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of PERFECT EQUIPMENT CORP., which is a business corporation of the State of Tennessee.
3. The laws of the jurisdiction of organization of PERFECT EQUIPMENT CORP. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges PERFECT EQUIPMENT CORP. 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 PERFECT EQUIPMENT CORP. into the Corporation.

RESOLVED, that the Plan of Merger (attached as Exhibit A), merging Perfect Equipment Corp., a Tennessee corporation, with and into this Corporation, to be effective as of the close of business on September 18, 1997 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 Perfect Equipment Corp.; and

FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is authorized and directed to make and execute a Certificate of Ownership and Merger merging Perfect Equipment Corp. 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

FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is authorized and directed to make and execute Articles of Merger and to cause such Articles to be filed with the Secretary of State of

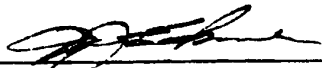
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Tennessee and to do all acts and things whatsoever, whether within or without the State of Tennessee which may be necessary or proper to effect such merger; and

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

Executed on *September 15*, 1997

BERWIND INDUSTRIES, INC.

By:   
Its Vice President  
William J. Eckenrode

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PLAN OF MERGER

1. BERWIND INDUSTRIES, INC., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of PERFECT EQUIPMENT CORP. which is a business corporation of the State of Tennessee and the subsidiary corporation, hereby merges PERFECT EQUIPMENT CORP. into BERWIND INDUSTRIES, INC. pursuant to the provisions of the Tennessee Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of BERWIND INDUSTRIES, INC.
2. The separate existence of PERFECT EQUIPMENT CORP. shall cease at the effective time and date of the merger pursuant to the provisions of the Tennessee Business Corporation Act; and BERWIND INDUSTRIES, INC. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of PERFECT EQUIPMENT CORP. shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of BERWIND INDUSTRIES, INC. 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."

RECORDED: 09/16/1999

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