

09-30-1999



ER SHEET  
Y

9-27-99

To the Honorable Commission

101158490

he attached original documents or copy thereof.

1. Name of conveying party(ies):

Tempo Products Company

- ☐ Individual ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation - State - Ohio  
☐ Other \_\_\_\_\_

Additional names of conveying party(ies) attached?  
yes no

3. Nature of Conveyance

- Assignment Merger  
Security Agreement ☒ Change of Name  
☐ Other \_\_\_\_\_

Execution Date: August 31, 1998

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

Name: Tempo Products Co, Inc.

Internal Address:

Street Address: 6200 Cochran Road  
City Solon  
State Ohio Zip 44139

- ☐ Individual ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation - State - Ohio  
☐ Other \_\_\_\_\_

Additional name(s) & address(es) attached? ☐ yes ☒ no

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

If this document is being filed together with a new application, the execution date of the application is \_\_\_\_\_

A. Trademark Application No(s).

B. Trademark Registration No(s).

N/A

See Schedule A, attached.

2035358

Additional numbers attached? ☐ Yes ☒ No

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

James A. Dimitrijevs  
Calfee, Halter & Griswold LLP  
800 Superior Avenue - Suite 1400  
Cleveland, Ohio 44114-2688

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41):

\$ 315.00

- ☒ Enclosed  
☒ Authorized to be charged to deposit account  
☐ Total fee due  
☒ Any deficiencies in the enclosed fees

8. Deposit account number: 03-0172

The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees.

(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.

James A. Dimitrijevs  
Name of Person Signing

James A. Dimitrijevs  
Signature

SEPTEMBER 23, 1999  
Date

Total number of pages including cover sheet: 6

CERTIFICATE OF MAILING STAMP ON REVERSE SIDE

09/29/1999 DNGUYEN 00000208 2035358

01 FC:481  
02 FC:482

40.00 OP  
275.00 OP

{HXM0053.DOC;1}

TRADEMARK  
REEL: 001967 FRAME: 0168

## SCHEDULE A

<u>Reg. No.</u>	<u>Mark</u>	<u>Reg. Date</u>
2,035,358	SAFE & SOUND	02/04/97
1,929,638	GAS WALKER	10/24/95
1,757,971	TEMPO	03/16/93
969,036	T & Design	09/25/73
954,307	T TEMPO & Design	03/06/73
823,351	TEMPO TANKER	01/31/67
823,350	TEMPO	01/31/67
710,145	TEMPO	01/24/61
695,429	TEMPO	03/29/60
677,850	TEMPO	05/05/59
664,885	TEMPO	07/29/58
621,666	TEMPO	02/21/56

CERTIFICATE OF AMENDED  
ARTICLES OF INCORPORATION  
OF  
TEMPO PRODUCTS COMPANY

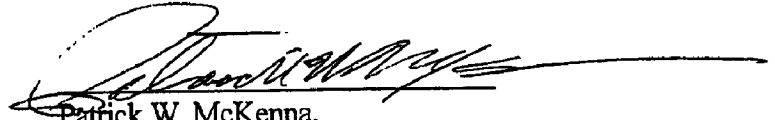
Charter No. 647693

The undersigned officers of TEMPO PRODUCTS COMPANY (the "Corporation"), an Ohio corporation, do hereby certify that in a writing signed by all the Shareholders of the Corporation, as permitted by Section 1701.54 of the Ohio Revised Code, the following Amended Articles of Incorporation of the Corporation were adopted on August 31, 1998

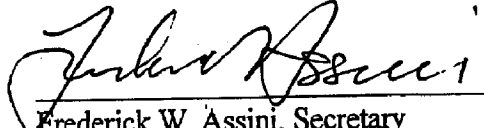
RESOLVED, that the Amended Articles of Incorporation of the Corporation attached hereto as Exhibit A are adopted to supersede and take the place of the existing Articles of Incorporation and all existing amendments thereto.

RESOLVED, that the Chairman of the Board, the President or Vice President and the Secretary or Assistant Secretary of the Corporation are authorized and directed to execute and file in the office of the Secretary of State of Ohio an appropriate Certificate to render effective said Amended Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have hereunto subscribed their names.



Patrick W. McKenna,  
Chairman of the Board



Frederick W. Assini, Secretary

RECEIVED

OCT 05 1998

BOB TAFT  
SECRETARY OF STATE

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# AMENDED ARTICLES OF INCORPORATION

OF

## TEMPO PRODUCTS COMPANY

THESE AMENDED ARTICLES OF INCORPORATION OF TEMPO PRODUCTS COMPANY (THE "CORPORATION") SUPERSEDE THE EXISTING ARTICLES OF INCORPORATION OF THE CORPORATION.

### ARTICLE I

The name of the corporation is Tempo Products Co., Inc.

### ARTICLE II

The principal office of the corporation shall be located in Solon, Cuyahoga County, Ohio.

### ARTICLE III

The purpose or purposes for which, or for any of which, it is formed are:

(1) To sell products of all kinds, to act as a sales representative for other Companies and to manufacture, fabricate, build, assemble, sell, lease, distribute industrial products and machinery of every kind and nature.

(2) To enter into, promote or conduct any other kind of business, contract or undertaking permitted to corporations for profit organized under the General Corporation Laws of the State of Ohio, to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio, and, in connection therewith, to exercise all express and incidental powers normally permitted such corporations.

{L:\GERBERRY\TEMPO\RAG0260.DOC;2}

#### ARTICLE IV

The authorized number of shares of capital stock of the corporation shall consist of Seven Hundred Fifty (750) shares, classified as follows:

Three Hundred Seventy-Five (375) Class A Voting Common Shares, no par value per share ("Class A Voting Shares"); and

Three Hundred Seventy-Five (375) Class B Non-Voting Common Shares, no par value per share ("Class B Non-Voting Shares").

The express terms and provisions of Class A Voting Shares and Class B Non-Voting Shares are as follows:

- (a) The holders of Class A Voting Shares shall be entitled to one (1) vote for each Class A Voting Share owned by them, for the election of Directors and all other purposes.
- (b) The holders of Class B Non-Voting Shares shall not be entitled to any vote with respect to any corporate matter except where otherwise entitled to vote as a class by law and shall not be entitled to notice of any meeting of shareholders except where otherwise required by law to vote on a matter to come before such meeting.
- (c) Except as otherwise provided herein, each Class A Voting Share and each Class B Non-Voting Share shall be identical and shall have similar rights, privileges, qualifications, limitations and restrictions.

#### ARTICLE V

The amount of stated capital with which the corporation will begin business is at least Five Hundred Dollars (\$500.00).

#### ARTICLE VI

The Corporation may purchase, from time to time, and to the extent permitted by the laws of Ohio, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amounts, from such holder or holders of outstanding shares of the corporation and at such prices as the Board of Directors of the corporation shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

#### ARTICLE VII

Notwithstanding any provision of the laws of the State of Ohio now or hereafter in force requiring, for any purpose, the vote of the holders of shares entitling them to exercise two-thirds or any other proportion (but not less than all) of the voting power of the corporation or of any class or classes of share thereof, such action (unless otherwise expressly prohibited by statute) may be taken by vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

#### ARTICLE VIII

The preemptive right to purchase additional shares or any other securities of the corporation is expressly denied to all shareholders of all classes.