

10-13-1999



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10/7/99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Corporation Association

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.)

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

10/12/1999 KTHAL 00000245 1390482

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40.00 00

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 and 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

TRADEMARK
REEL: 001973 FRAME: 0754

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1396482"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Marshall J. Brown

Name of Person Signing



Signature

October 7, 1999

Date Signed

Sec. 180.1101,
180.1105 & 180.1107,
Wis. Stats.

State of Wisconsin
Department of Financial Institutions

RECEIVED

JUL 28 1999

WISCONSIN
DFI

ARTICLES OF MERGER

(Domestic, for-profit Corporation with Foreign, for-profit corporation)

A. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Central Fabricators, Inc.	State of Incorporation: WI
Name:	State of Incorporation:

B. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: WEC Company (Corp Name) Woods Equipment Company (Fict Name)	State of Incorporation: DE
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C. The adopted Plan of Merger (the "Plan") is attached as Exhibit A.

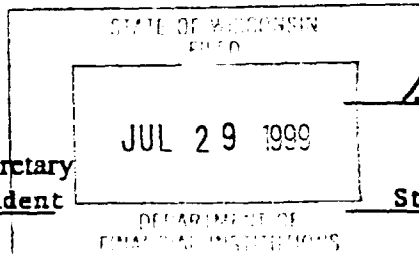
D. The Plan was approved by each foreign corporation that is a party to the merger in accordance with the laws of the state under which it was incorporated, and by each domestic corporation that is a party to the merger in accordance with (select and (X) mark one of the following)

() Sec. 180.1103, Wis. Stats. OR (x) Sec. 180.1104, Wis. Stats.

E. (OPTIONAL) These articles of merger, when filed, shall be effective (See instructions. Select, complete and (X) mark one of the following)

() At the time and date set by sec. 180.0123(1), Wis. Stats. OR () as of _____ (date)

F. Executed on July __, 1999 (date) by the surviving corporation on behalf of all parties to the merger.



Steven M. Vandemore

(Signature)

Steven M. Vandemore

(Printed Name)

Title: () President () Secretary
or other officer title Vice President

This document was drafted by Alison Murphy-Kinsler
(Name of the individual who drafted the document)

DFI/CORP/61 (R12/98) Use of this form is voluntary.

PLAN OF MERGER

I. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Central Fabricators, Inc.	State of Incorporation: WI
Name:	State of Incorporation:

II. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: WEC Company Woods Equipment Company (fictitious name)	State of Incorporation: DE
---	----------------------------------

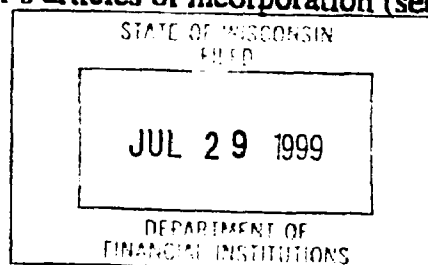
III. State the terms and conditions of the merger: (a) The bylaws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided; (b) the directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

IV. State the manner and basis of converting the shares of each non-surviving corporation:

1. Each share of common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of this Plan, shall remain issued and outstanding.
2. Each share of common stock of the Merged Corporation which shall be outstanding on the effective date of this Plan is not to be converted as a result of the merger and all such shares of common stock of the Merged Corporation, whether issued or not issued, shall be deemed to be cancelled *without consideration*.
3. After the effective date of this Plan, each holder of an outstanding certificate representing shares of common stock of the Merged Corporation shall surrender each such stock certificate, nominally representing capital stock of the Merged Corporation, shall not be deemed for any corporate purposes to evidence any ownership of capital stock of the Surviving Corporation.
4. The Merged Corporation consists of 2,000 authorize shares of stock of which 1,000 shares are issued.

V. State any amendments to the surviving domestic corporation's articles of incorporation (see item 2 of the instructions):

N/A



VI. State any other provisions:

N/A

ARTICLES OF MERGER (Ch. 180, domestic, for-profit corporation with foreign, for-profit corporation)

Please indicate here where you would like the acknowledgment copy of the filed document sent. Please include complete name and mailing address.

Your phone number during the day: () _____ - _____

INSTRUCTIONS (Ref. sec. 180.1101, 1105 and 180.1107, Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$50.00 or more**, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Av, 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577.

- A. State the name and state of incorporation of the merging (non-surviving) corporations in item A.
- B. State the name and state of incorporation of the surviving corporation in item B. If the Plan of Merger includes an amendment changing the name of the survivor, state the name prior to giving effect to the amendment.
- C. **PLAN OF MERGER:** Supply the Plan of Merger as Exhibit A to the articles of merger. The plan of merger must contain all the information asked for in items I thru IV. If the plan includes an amendment to the articles of incorporation of the surviving domestic corporation's, set forth the amendment in item V.
- D. In item D, indicate the statutory provision under which the Plan of Merger was approved with respect to the domestic corporation. Sec. 180.1103 generally requires that a merger be approved by the (voting) shareholders and directors of each domestic corporation that is a party to the merger. Sec. 180.1104 refers to parent-subsiidiary mergers. Review, select and mark (X) the applicable statutory reference.
- E. The effective date of the merger will be set by the provisions of sec. 180.0123(1), Wis. Stats., unless the articles declare a delayed effective date. Such delayed effective date must be within 90 days after the date the articles are received by the department for filing. There is no provision for declaring an effective date earlier than the date the articles of merger are received by the department for filing.
- F. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is not empowered to sign.
- G. If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner.

FILING FEE - Fee is \$50.00 for each domestic and licensed foreign corporation that are parties to the merger. If the survivor is a domestic corporation, add one cent for each share it will have authorized to issue after the merger, less a credit at the same rate for each share presently authorized by each domestic corporation that is a party to the merger.