

2011.1.99

11-04-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Commissioner of Patents and Trademarks:
Box Assignments
Washington, D.C. 20231

Please record the attached original
documents or copy thereof:

1. Name of conveying party(ies):
Continental Emsco Company

2. Name and address of receiving party(ies):
CECO Holdings, Inc.
2441 Forest Lane
Garland, Texas 75042-7928

Individual(s) Association
 General Partnership Limited Partnership
 Corporation--State of Delaware
 Other _____

Individual(s) Association
 General Partnership Limited Partnership
 Corporation--State of Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

If assignee is not domiciled in the United States, a domestic
representative designation is attached: Yes No
(Designations must be a separate document from Assignment.)

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____ December 23, 1996

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

A. Trademark Application No.(s):

B. Trademark registration No.(s): 517,046

Additional numbers attached? Yes No

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

Keith B. Willhelm
ARNOLD, WHITE & DURKEE
Post Office Box 4433
Houston, TX 77210

6. Total number of applications and registrations involved:

 X

7. Total fee (37 C.F.R. § 3.41):

\$ 40.00

Enclosed
 Authorized to be charged to deposit account
 Charge deposit account in the event the check is
inadvertently omitted, or the amount is insufficient

8. Deposit account number: 01-2508/LTVE:003/WLL

/04/1999 NTH11 00000018 517046

DO NOT USE THIS SPACE

FC:401

~~40.00 GP~~

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.

Keith B. Willhelm
Name of Person Signing

Keith B. Willhelm
Signature

Oct 28, 99
Date

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Continental Emsco Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Company, by the unanimous written consent of its members, filed with the minutes of the Board of Directors, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Company:

RESOLVED: That the Certificate of Incorporation of Continental Emsco Company be amended by changing Article 1 thereof so that, as amended, said provision shall be and read in its entirety as follows:

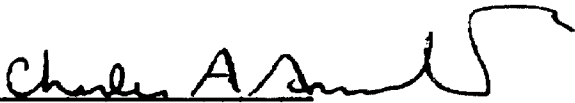
"The name of the Corporation is CECO Holdings, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Continental Emsco Company has caused this certificate to be signed by Charles A. Armbrust, its Executive Vice President, and attested by Michelle E. Hicks, its Secretary, this 23rd day of December, 1996, but effective as of January 1, 1997.

CONTINENTAL EMSCO COMPANY

By: 

Charles A. Armbrust
Executive Vice President

Attest:
By: 

Michelle E. Hicks
Secretary

c:\mhicks\consents\amend.ccc