

11-24-1999



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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

Change of Name

Other

Effective Date
Month Day Year

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 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

11/23/1999 BNSUYEN 00000173 75333397

01 FC:481 40.00 OP
02 FC:482 100.00 OP

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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: 001991 FRAME: 0935

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)

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.

Catherine B. Nelson

Name of Person Signing

Catherine B. Nelson

Signature

11/9/99

Date Signed

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 MERGER, WHICH MERGES:

"CFM HARRIS SYSTEMS, INC.", A DELAWARE CORPORATION,

"CFM-RMC ACQUISITION, INC.", A DELAWARE CORPORATION,

"VERMONT CASTINGS, INC.", A VERMONT CORPORATION,

WITH AND INTO "THE MAJESTIC PRODUCTS COMPANY" UNDER THE NAME OF "THE VERMONT CASTINGS MAJESTIC PRODUCTS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF OCTOBER, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0002724

DATE: 09-30-99

TRADEMARK

REEL: 001991 FRAME: 0937

CERTIFICATE OF MERGER

OF

**VERMONT CASTINGS, INC.,
a Vermont corporation,**

**CFM HARRIS SYSTEMS, INC.,
a Delaware corporation, and**

**CFM-RMC ACQUISITION, INC.,
a Delaware corporation,**

INTO

**THE MAJESTIC PRODUCTS COMPANY,
a Delaware corporation**

The undersigned corporation does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations is:

<u>Name</u>	<u>State</u>
The Majestic Products Company	Delaware
Vermont Castings, Inc.	Vermont
CFM Harris Systems, Inc.	Delaware
CFM-RMC Acquisition, Inc.	Delaware

SECOND: That an agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations, all in accordance with Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation is The Majestic Products Company, a Delaware corporation, whose name will be changed to "The Vermont Castings Majestic Products Company" upon the effective date of the merger.

FOURTH: That the certificate of incorporation of The Majestic Products Company, which is the surviving corporation, shall be the certificate of incorporation of the surviving corporation, except that the name of the surviving corporation shall be changed to "The Vermont Castings Majestic Products Company" upon the effective date of the merger.

FIFTH: That this Certificate of Merger shall not become effective until 12:01 a.m. E.S.T., October 2, 1999.

SIXTH: That the authorized capital stock of Vermont Castings, Inc. is 1,500,000 shares of capital stock.

SEVENTH: That the executed agreement of merger is on file at an office of the surviving corporation, the address of which is c/o Hopkins & Sutter, Three First National Plaza, Chicago, Illinois 60602.

EIGHTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated: September 30, 1999

THE MAJESTIC PRODUCTS COMPANY

By: 

Colin M. Adamson, Chairman