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To: The Commissioner of Patents and Trademarks

1. Conveying Party:

PEERLESS PUMP COMPANY

2. Receiving Party:

STERLING FLUID SYSTEMS (USA) INC.
P.O. Box 7026, 2005 Dr. Martin Luther King, Jr., Avenue
Indianapolis, IN 46207-7026

Receiving Party is: a corporation

Citizenship/State (Country) of Incorporation/Organization: Delaware

If Receiving Party is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Conveyance Type: Name Change

Effective Date: May 8, 1997

4. Application/Registration Number: 1,831,101

5. Correspondence concerning documents should be mailed to:

NOTARO & MICHALOS P.C.
Empire State Building, 350 Fifth Avenue
Suite 6902
New York, New York 10118-6985

6. Total number of applications/registrations involved: 1

7. Total fee (37 CFR 3.41) (\$40.00 first/\$25 after): \$40.00

8. The Commissioner is authorized to charge any underpayment or credit any overpayment to deposit account number: 14-1431

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.

Angelo Notaro
Signature

December 17, 1999
Date

TOTAL NUMBER OF PAGES INCLUDING COVER SHEET: 3

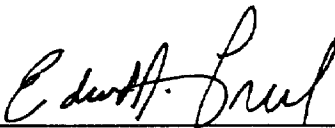
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State of Delaware
Office of the Secretary of State

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 AMENDMENT OF "PEERLESS PUMP COMPANY", CHANGING ITS NAME FROM "PEERLESS PUMP COMPANY" TO "STERLING FLUID SYSTEMS (USA) INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF MAY, A.D. 1997, AT 1 O'CLOCK P.M.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9977017

DATE: 09-03-99

TRADEMARK

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PEERLESS PUMP COMPANY

* * * * *

PEERLESS PUMP COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

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

RESOLVED, that the Certificate of Incorporation of PEERLESS PUMP COMPANY be amended by changing the first Article thereof so that, as amended, said Article shall be and read as follows:

1. The name of the corporation is
"Sterling Fluid Systems (USA) 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 Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Peerless Pump Company has caused this Certificate to be signed by Robert B. Levine, its Vice President, and attested by Stephen Green, its Assistant Secretary, this 8th day of May, 1997.

PEERLESS PUMP COMPANY

By Robert B. Levine
Robert B. Levine
Vice President

Attest:

By Stephen Green
Stephen Green
Assistant Secretary