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1-26-00

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

2000 JAN 20 AM 10:20

QPR/FINANCE

1. Name of conveying party(ies):

KEDMAN COMPANY

Individual(s)

General Partnership

Association

Limited Partnership

X Corporation-State - Utah

Other

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

Name and address of receiving party(ies):

Name: AMERICAN ALLSAFE COMPANY

Internal Address:

Street Address: 99 Wales Avenue

City: Tonawanda State: NY ZIP: 14150

Individual(s) citizenship

Association

General Partnership

Limited Partnership

X Corporation-State Delaware

Other:

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) & address(es) attached: Yes X No

3. Nature of conveyance:

Assignment

X Merger

Security Agreement

Change of Name

Other:

Execution Date: 12/30/99

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

A. Trademark Application No.(s)

None

B. Trademark Registration No.(s)

See attached list

Additional numbers attached? X Yes No

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

Name: Kay R. Sherman

Internal Address: Gallop, Johnson & Neuman, L.C.

Street Address: 101 South Hanley, Suite 1600

City: St. Louis State: MO ZIP: 63105

6. Total number of applications and registration involved: 16

7. Total fee (37 CFR 3.41) \$ 415.00 E

X Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attached 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.

Kay R. Sherman

Name of Person Signing

X Kay R. Sherman

Signature

1/19/00

Date

Total number of pages including cover sheet, attachments, and documents: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

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01 FC=481
02 FC=482

40.00 OP
375.00 OP

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TRADEMARK
REEL: 002024 FRAME: 0639

Exhibit A to American Allsafe Company Recordation Cover Sheet

<u>Reg. No.</u>	<u>Mark</u>
691,975	QUICK-WEDGE
1,230,945	KEDMAN & Design
1,230,946	Miscellaneous Design
1,252,775	Miscellaneous Design
1,253,674	HUNTSMAN
1,456,262	ULTRA-LIGHT
1,480,527	FACE SAVER
1,499,297	BIG WINDOW
1,500,244	Miscellaneous Design
1,514,377	Miscellaneous Design
1,516,301	MED/K
1,749,304	AUTO VIEW
1,749,308	AUTO VIEW & Design
1,704,719	INSLIDER
1,774,129	INSLIDER & Design
1,177,109	ROTO-CLIP

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 OWNERSHIP, WHICH MERGES:

"KEDMAN COMPANY", A UTAH CORPORATION,

WITH AND INTO "AMERICAN ALLSAFE COMPANY" UNDER THE NAME OF "AMERICAN ALLSAFE 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 DECEMBER, A.D. 1999, AT 2:30 O'CLOCK P.M.

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



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0176490

DATE: 01-03-00

TRADEMARK REEL: 002024 FRAME: 0641

CERTIFICATE OF OWNERSHIP AND MERGER

OF

KEDMAN COMPANY

WITH AND INTO

AMERICAN ALLSAFE COMPANY

UNDER SECTION 253 OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

December 30, 1999

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), American Allsafe Company, a Delaware corporation (the "Corporation"), hereby certifies to the following information relating to the merger of Kedman Company, a Utah corporation ("Kedman"), with and into the Corporation (the "Merger").

1. The names and states of incorporation of the Corporation and Kedman, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
Kedman Company.	Utah
American Allsafe Company.	Delaware

2. The Corporation owns all of the outstanding shares of capital stock of the Kedman.

3. The Board of Directors of each of Kedman and the Corporation duly adopted resolutions pursuant to Sections 141 and 253 of the DGCL as of December 17, 1999, approving the Merger. (SEE EXHIBIT A)

4. The Corporation will be the surviving corporation with respect to the Merger, and the name of the surviving corporation will continue to be American Allsafe Company (the "Surviving Corporation").

5. Pursuant to the Merger, the Certificate of Incorporation and By-Laws of the Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation, and the directors and officers of the Corporation will be the directors and officers of the Surviving Corporation.

6. As a result of the Merger, each share of capital stock of Kedman shall be automatically canceled, and each share of capital stock of the Corporation will not be affected, and will continue to represent capital stock of the Surviving Corporation.

7. This Merger shall become effective immediately upon the filing of this Certificate of Ownership and Merger.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed on the day and year first above written.

AMERICAN ALLSAFE COMPANY

By: Robert H. Elkin
Name: Robert H. Elkin
Title: Chairman

ATTEST:

By: Christopher T. Paule
Name: Christopher T. Paule
Title: Secretary

KEDMAN COMPANY

By: Robert H. Elkin
Name: Robert H. Elkin
Title: Chairman

ATTEST:

By: Christopher T. Paule
Name: Christopher T. Paule
Title: Secretary

EXHIBIT A

ACTION BY UNANIMOUS WRITTEN CONSENT

OF THE

BOARD OF DIRECTORS

OF

AMERICAN ALLSAFE COMPANY

December 17, 1999

The undersigned, being all of the directors of American Allsafe Company, a Delaware corporation (the "Company"), do hereby waive all call and notice of a meeting of the Board of Directors, and acting pursuant to its By-Laws and Section 141(f) of the General Corporation Law of the State of Delaware, do hereby adopt the following resolutions:

RESOLVED, that the Agreement and Plan of Merger, dated as of December 17, 1999 (as amended, restated, modified and supplemented, from time to time, in accordance with its terms, the "Merger Agreement"), between the Company and Kedman Company ("Kedman"), a Utah corporation, substantially in the form attached hereto as Exhibit A, pursuant to which Kedman will merge with and into the Company with the Company being the surviving corporation (the "Merger") is hereby approved, and the Company and each of its officers is authorized to enter into, execute, deliver and perform each of the Merger Agreement and such agreements, instruments, documents and transactions incident to the Merger Agreement, and any amendments, restatements, modifications and supplements, from time to time, thereto as any of the officers of the Company may approve in his own discretion, such approval to be conclusively evidenced by such officer or officers' execution and delivery thereof; and it is further

RESOLVED, that the Company hereby authorizes and directs the Merger, and as a result of such Merger, (i) the certificate of incorporation, by-laws, directors and officers of the Company will continue to be the certificate of incorporation, by-laws, directors and officers of the Company, as the surviving corporation of such Merger and (ii) the capital stock of Kedman will be automatically canceled as a result of such Merger, and each share of capital stock of the Company will not be affected; and it is further

RESOLVED, that the officers of the Company are authorized to complete, execute and file a Certificate of Ownership and Merger ("Certificate of Merger") relating to such Merger with the Secretary of State of the State of Delaware, and to take all other actions that are necessary and desirable to accomplish the foregoing; and it is further

RESOLVED, that the Certificate of Merger, substantially in the form attached hereto as Exhibit B, to be filed with the Office of the Secretary of State of the State of Delaware and recorded in the office of the Recorder of Deeds for the County of Newcastle, Delaware, be and, it hereby is, in all respects ratified and approved; and it is further

RESOLVED, that the officers of the Company are authorized to complete, execute and file an Article of Merger ("Article of Merger") relating to such Merger with the Division of Corporations and Commercial Code of the State of Utah, and to take all other actions that are necessary and desirable to accomplish the foregoing; and it is further

RESOLVED, that the Article of Merger, substantially in the form attached hereto as Exhibit C, to be filed with the Office of the Division of Corporations and Commercial Code of the State of Utah, be and, it hereby is, in all respects ratified and approved; and it is further

RESOLVED, that the Company hereby authorizes its officers, or any one or more of them, to perform or make any statements, restatements, modifications and supplements in the Merger Agreement, or such other agreements, instruments or documents that may be entered into in connection therewith on the Company's behalf, as from time to time may be agreed upon by any officer of the Company, and each officer of the Company is each hereby authorized on behalf of the Company and in the name of the Company to execute, deliver and perform the Merger Agreement, with such modifications, changes, deletions, supplements or amendments as have been approved by any officer, each with such additional changes thereto as any officer executing the same shall in his own discretion approve, such approval to be conclusively evidenced by such officer or officers' execution and delivery thereof; and it is further

RESOLVED, that each officer of the Company is authorized to do or cause to be done any and all such acts and things and execute and deliver any and all documents and papers and to pay all fees and charges as he may deem necessary or appropriate to carry out the purposes of the foregoing resolutions; and it is further

RESOLVED, that any and all actions heretofore or hereafter taken by any officer of the Company, within the terms of the foregoing resolutions, be and hereby is, ratified and confirmed as the act and deed of the Company.

This unanimous written consent may be executed in counterparts, each of which shall be an original instrument but all of which taken together shall constitute one consent.

IN WITNESS WHEREOF, the undersigned has executed this unanimous written consent as of the date first above written.

DIRECTORS:

Robert H. Elkin

John W. Jordan II

David W. Zalaznick

Jonathan F. Boucher

A. Richard Caputo, Jr.

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