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RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

101273058

TRADEMARKS ONLY

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

1. Name of the conveying party(ies):
B&S Holding Corporation

1-4-00

Individual(s) Citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: Delaware
 Other:

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

2. Name and address of receiving party(ies):
Name: Holland Neway International, Inc.
Internal Address:
Street Address: 1950 Industrial Boulevard
City: Muskegon State: MI Zip: 49443

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OPR/FINANCE

Individual(s) Citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: Michigan
 Other:

Additional name(s) & address(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: October 27, 1999

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

A. Trademark Application No.(s)
75/796,683

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Joel E. Bair
Internal Address: RADER, FISHMAN & GRAUER PLLC
Street Address: 171 Monroe Avenue, NW, Suite 600
City: Grand Rapids, Michigan 49503

6. Total number of applications and registrations involved:
One (1)

7. Total fee (37 CFR 3.41):\$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 18-0013
(Attach 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.

Joel E. Bair, Reg. No. 33,356 _____
Signature

December 30, 1999 _____
Date

Total number of pages including cover sheet, attachments and document: 2 Atty. Docket No. 70774-935

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STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC AND FOREIGN CORPORATIONS

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporations executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Holland Neway International, Inc., a Michigan corporation, and the name of the corporation being merged into this surviving corporation is B&S Holding Corporation, a Delaware corporation.

SECOND: The Agreement of Merger between such corporations has been approved, adopted, certified, executed and acknowledged as required by each of the constituent corporations.

THIRD: The name of the surviving corporation is Holland Neway International, Inc., a Michigan corporation.

FOURTH: The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

FIFTH: The merger is to become effective on October 28, 1999, or as soon thereafter as the Certificate of Merger is filed by the State of Delaware.

SIXTH: The Agreement of Merger is on file at 469 Ottawa Avenue, Holland, MI 49422, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request without cost, to any stockholder of the constituent corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the constituent corporations, as well as for enforcement of any obligation of the constituent corporations arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or any such proceeding and hereby designates the following address as that to which a copy of such process shall be mailed by the Secretary of State of Delaware: Holland Neway International, Inc., 469 Ottawa Avenue, Holland, MI 49422.

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate to be signed by an authorized officer, the 27th day of October, A.D., 1999.

HOLLAND NEWAY INTERNATIONAL, INC.

By: 
Authorized Officer

Name: Richard W. Muzzy

Title: Chairman