

FORM PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

HEET

12/16/96



101308377

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

1. Name of conveying party(ies):  
 Pirelli Power Transmission Corporation

Individual(s)                       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: Dayco PTL Inc.  
 Internal Address: Legal Department  
 Street Address: 1 Prestige Place  
 City Dayton State Ohio ZIP 45401-

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: June 23, 1993

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designation must be a separate document from Assignment)  
 Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

716,472	716,473	927,783
	719,321	963,611
	808,101	1,020,947
	850,603	1,022,897
	869,648	1,210,283
	888,283	1,272,413

Additional numbers attached?  Yes  No

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

Name: Joseph V. Tassone  
 Internal Address: Legal Department  
 Street Address: 1 Prestige Place  
 City: Dayton State: Ohio ZIP 45401-1004

6. Total number of applications and registrations involved:  3

7. Total fee (37 CFR 3.41):.....\$ 340.00

Enclosed  
 Authorized to be charged to deposit account *fee pd*

8. Deposit account number: 04-0375  
 (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 documents.

Joseph V. Tassone, Reg. # 20,998                      *Joseph V. Tassone*                      December 13, 1996  
 Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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

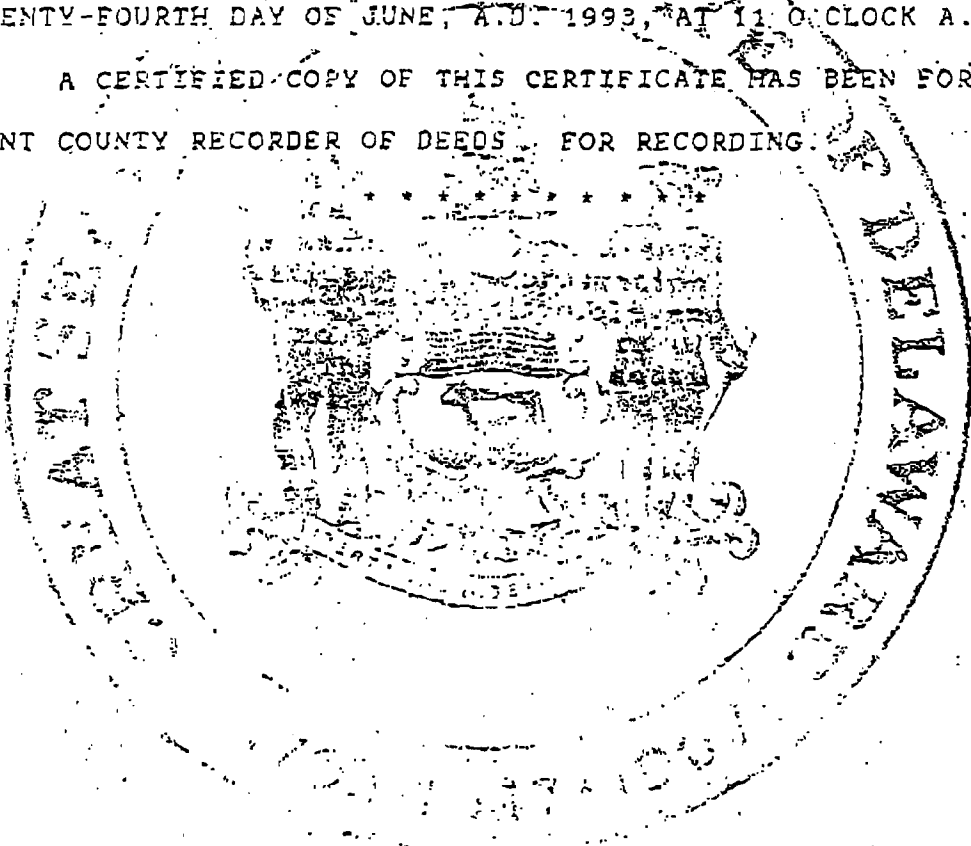
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

State of Delaware

Office of the Secretary of State

I, WILLIAM T. QUILLEN, 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 "PIRELLI POWER TRANSMISSION CORPORATION" FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 1993, AT 11 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



*William T. Quillen*

William T. Quillen, Secretary of State

AUTHENTICATION: \*3952774

DATE: 06/25/1993

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CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
PIRELLI POWER TRANSMISSION CORPORATION

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Dated: June 23, 1993

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LIPPES, SILVERSTEIN, MATHIAS & WEXLER  
28 CHURCH STREET  
700 GUARANTY BUILDING  
BUFFALO, NEW YORK 14202-3950  
TELEPHONE: (716) 853-5100

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
PIRELLI POWER TRANSMISSION CORPORATION

The undersigned, being the Vice President and Secretary of PIRELLI POWER TRANSMISSION CORPORATION (the "Corporation"), a corporation organized and validly existing under and by virtue of the General Corporation Law of the State of Delaware, do hereby certify:

1. That, at a meeting of the Board of Directors of the Corporation at which a quorum was present as provided for in Section 141 of the General Corporation Law of the State of Delaware, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and directing that the proposal be submitted to the stockholders of the Corporation for consideration thereof. The resolutions setting forth the proposed amendment are as follows:

RESOLVED, that, it being advisable to change the name of Pirelli Power Transmission Corporation (the "Corporation") to Dayco PTI Inc., an amendment to the Corporation's Certificate of Incorporation to change the name of the Corporation to Dayco PTI Inc. be and the same is hereby authorized and approved; and it is further

RESOLVED, that the Certificate of Incorporation of the Corporation shall be amended by changing Article 1 thereof to change the name of the Corporation so that, as amended, said Article shall be and read as follows:

"FIRST. The name of the Corporation (hereinafter called the "Corporation") is: Dayco PTI Inc."

2. That thereafter, pursuant to a resolution of the Corporation's Board of Directors, the above resolution was submitted to the stockholders of the Corporation who authorized the amendment of the Certificate of Incorporation to change the name of the Corporation to Dayco PTI Inc. and approved the above resolution by unanimous written consent as provided in Section 228 of the General Corporation Law of the State of Delaware.

3. That this amendment to the Corporation's Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said PIRELLI POWER TRANSMISSION CORPORATION has caused this Certificate to be signed by Frederic L. Cook, its Vice President, and Gerald S. Lippes, its Secretary, this 23<sup>rd</sup> day of June, 1993.

PIRELLI POWER TRANSMISSION CORPORATION

By Frederic L. Cook  
Frederic L. Cook, Vice President

ATTEST:

Gerald S. Lippes  
Gerald S. Lippes, Secretary