

04-06-2000



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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
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name GB Electrical, Inc.

Execution Date
Month Day Year
04191999

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Wisconsin

Receiving Party

Mark if additional names of receiving parties attached

Name APW Tools and Supplies, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 6101 North Baker Road

Address (line 2) _____

Address (line 3) Milwaukee Wisconsin 53209

- 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 Wisconsin

FOR OFFICE USE ONLY

04/05/2000 BNGUYEN 00000168 170055 1131216

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231

TRADEMARK
REEL: 002044 FRAME: 0465

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.

Robert L. Titley
Name of Person Signing

R. L. Titley
Signature

February 24, 2000
Date Signed

GB ELECTRICAL, INC.

**ACTIONS OF DIRECTORS AND SOLE SHAREHOLDER
IN LIEU OF MEETINGS**

The undersigned, being all of the directors and the sole shareholder of GB Electrical, Inc., a Wisconsin corporation, hereby take the following actions and consent to the adoption of the following resolutions without a meeting and by unanimous written consent pursuant to Sections 180.0821 and 180.0704, respectively, of the Wisconsin Business Corporation Law to have the same force and effect as if unanimously taken and adopted at special meetings of the Board of Directors and sole shareholder of the corporation:

Action of Board of Directors:

WHEREAS, it is deemed advisable and in the best interests of the corporation that its corporate name be changed to "APW Tools and Supplies, Inc.";

NOW, THEREFORE, BE IT RESOLVED, that Article I of the Articles of Incorporation of the corporation is hereby amended to read in its entirety as follows:

ARTICLE I
Name

The name of the corporation is APW Tools and Supplies, Inc.

FURTHER RESOLVED, that the matter of the corporation's name change shall be submitted to the sole shareholder for approval in accordance with the laws of the State of Wisconsin;

FURTHER RESOLVED, that, if the name change is approved by the sole shareholder, then any officer of the corporation is hereby authorized and directed to execute and file appropriate Articles of Amendment with the Wisconsin Department of Financial Institutions, and to take any and all other action as may be deemed necessary or advisable in connection therewith;

FURTHER RESOLVED, that the corporation is hereby authorized to qualify to do business as a foreign corporation in the State of Nevada, and the appropriate officers of the corporation are hereby authorized and directed to execute such documents and take such action as may be deemed necessary or advisable in connection therewith;

FURTHER RESOLVED, that the following persons are hereby elected as the officers of the corporation, to the offices set forth opposite their respective names, to serve

in accordance with the Bylaws of the corporation and at the discretion of the Board of Directors until their respective successors are duly elected or appointed:

President	Gustav H. P. Boel
Vice President	Robert C. Arzbaecher
Vice President of Finance, Treasurer and Assistant Secretary	Andrew G. Lampereur
Vice President	Sue Hrobar
Secretary	Anthony W. Asmuth III

FURTHER RESOLVED, that all lawful actions taken by the officers on behalf of the corporation since their election are hereby ratified, confirmed and approved.

Action of Sole Shareholder:

RESOLVED, that the name change of the corporation to "APW Tools and Supplies, Inc.", as proposed by the Board of Directors, is hereby approved, and all actions taken by the directors in connection therewith are hereby ratified, confirmed and approved in all respects;


FURTHER RESOLVED, that the following persons are hereby elected as the directors of the corporation, to serve in accordance with the Bylaws and at the discretion of the sole shareholder until their respective successors are duly elected or appointed:

R. G. Sim
Gustav H. P. Boel
Anthony W. Asmuth III

FURTHER RESOLVED, that all lawful actions taken by the directors on behalf of the corporation since their election are hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned have executed this consent to be filed as a part of the minutes of the Corporation as of the 31st day of March, 1999.

DIRECTORS:



R. G. Sim



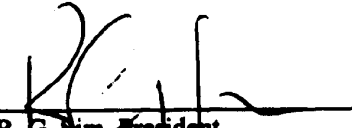
Guus Boel



Anthony W. Asmuth III

SOLE SHAREHOLDER:

APPLIED POWER INC.

By: 

R. G. Sim, President

QBHXE: 4325783.1

RECORDED: 02/28/2000

TRADEMARK
REEL: 002044 FRAME: 0469