

04-06-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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

Execution Date
Month Day Year

Name Gardner Bender, Inc.

02161988

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 GB Electrical, 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 Corporation Association
- Other _____

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.)

Citizenship/State of Incorporation/Organization Wisconsin

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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 002044 FRAME: 0470

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1131216"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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 fee can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fee: 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  February 24, 2000

Name of Person Signing Signature Date Signed

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Form 14

United States of America

State of Wisconsin
OFFICE OF THE SECRETARY OF STATE

To All to Whom These Presents Shall Come:

The undersigned, as Secretary of State of the State of Wisconsin, certifies that the attached is a duplicate of a document accepted and filed in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on the date of filing of said document.

Handwritten signature

MAY 20 9 00 AM '88

Handwritten initials

Handwritten signature: Douglas La Follette

DOUGLAS LA FOLLETTE
Secretary of State

TRADEMARK
REEL: 002044 FRAME: 0472

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GARDNER BENDER, INC.

1. The name of the corporation is Gardner Bender, Inc. and the county in which its registered office is located is Milwaukee County.
2. The amendment is to adopt the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.
3. The date on which the amendment was adopted by the sole shareholder of the Corporation was February 16, 1988.
4. The number of shares outstanding is 2,317; the number of shares entitled to vote on the amendment is 2,317. No shares of any class or series are entitled to vote thereon as a class. The total affirmative number of votes requisite for adoption of the amendment was 1,545.
5. The number of shares voted for the amendment was 2,317; the number of shares voted against the amendment was zero.
6. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
7. The amendment does not effect a change in the amount of stated capital of the Corporation.
8. The Amended and Restated Articles of Incorporation attached herewith as Exhibit A supersede and take the place of all heretofore existing Articles of Incorporation and amendments thereto.

IN WITNESS WHEREOF, the undersigned President and Secretary of Gardner Bender, Inc. have executed these Amended and Restated Articles of Incorporation in duplicate on the 16th day of February, 1988.

GARDNER BENDER, INC.

[The Corporation has
no seal]

By: Theodore Lecher
Theodore Lecher
President

Attest: Michael J. Koester
Michael J. Koester
Secretary

This instrument was drafted by
Attorney Thomas A. Simonis and
should be returned to:

Thomas A. Simonis
Whyte & Hirschboeck S.C.
Suite 2100
111 East Wisconsin Avenue
Milwaukee, WI 53202

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EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GB ELECTRICAL, INC.
(f/k/a Gardner Bender, Inc.)

ARTICLE I.

Name

The name of the corporation is GB Electrical, Inc.

ARTICLE II.

Purpose

The purpose for which this corporation is organized is to engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes.

ARTICLE III.

Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 10,000 of a single class designated as "Common Stock," having no par value.

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ARTICLE IV.

Limitations on Transfer of Stock

The transferability of any of the stock of the corporation may be restricted from time to time by the shareholders by appropriate provision in the by-laws or by agreement or agreements entered into by any shareholder or shareholders with the corporation and/or any other shareholder or shareholders, and/or with any third persons, and the shares of stock of such shareholder or shareholders thereupon shall be subject to such by-laws, agreement or agreements and shall be transferable only upon proof of compliance therewith; provided, however, that such by-laws, agreement or agreements shall be filed with the corporation and reference thereto placed on the certificate or certificates of stock.

ARTICLE V.

Registered Office and Agent

The registered office of the corporation is Suite 2100, 111 East Wisconsin Avenue, Milwaukee, Wisconsin 53202, in the County of Milwaukee, Wisconsin and the name of the registered agent at such office is Anthony W. Asmuth III.

ARTICLE VI.

Directors

The number of Directors may be fixed from time to time by the by-laws but shall not be less than the minimum number allowed by Wisconsin law. The Directors need not be shareholders and officers need not be Directors.

ARTICLE VII.

Recording

This document shall be recorded in Milwaukee County, Wisconsin.

STATE OF WISCONSIN
FILED

MAY 16 1988

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

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RECORDED: 02/28/2000

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