

6179-0015

04-25-2000

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To the Honorable Commissioner of Patents :

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al documents or copy thereof.

1. Name of conveying party(ies):
Curtis Dyna-Products Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Ohio
 Other _____

2. Name and address of receiving party(ies):
Curtis Dyna-Products Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Indiana
 Other _____

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

Internal Address: _____

Street Address: 525 Park Street

City: Westfield State: Indiana ZIP: 46074

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Document previously recorded on Reel #001998, Frame #0893 contained an error in the Registration No. 688,377

Execution Date: 10/22/70 Effective: 10/22/70

4. Application number(s) or Registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
678,377

Additional numbers attached? Yes No

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

Name: E. Victor Indiano

Internal Address: Bose McKinney & Evans

Street Address: 135 North Pennsylvania Street
Suite 2700
Indianapolis, Indiana 46204

Telephone: (317) 684-5000

6. Total number of applications and trademarks involved: 1

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 02-3223. Commissioner hereby authorized to charge any defect in fees or credit any overpayment to said deposit account.
 (Attach duplicate copy of this page if paying by deposit account)

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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

E. Victor Indiano
 Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 23

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12-03-1999

To the Honorable Commissioner of Patents and Trademarks

U.S. Patent & Trademark Mail Rept Dt. #31

original documents or copy thereof.

1. Name of conveying party(ies):
CURTIS DYNA-PRODUCTS CORPORATION

Individual(s) Association
 General Partnership Limited Partnership
 Corporation OHIO
 Other _____

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Consolidation

Execution Date: 22 October, 1970 Effective Date: 22 October 1970

2. Name and address of receiving party(ies):
CURTIS DYNA-PRODUCTS CORPORATION

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Indiana
 Other _____

Internal Address: _____

Street Address: 525 Park Street

City: Westfield State: IN ZIP: 46074

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

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

A. Trademark Application No (s)

B. Trademark Registration No.(s)
688,377

Additional numbers attached? Yes No

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

Name: **E. Victor Indiano**

Internal Address: **Bose McKinney & Evans**

Street Address: **135 North Pennsylvania Street
Suite 2700
Indianapolis, Indiana 46204**

Telephone: **(317) 684-5000**

6. Total number of applications and trademarks involved: 1

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

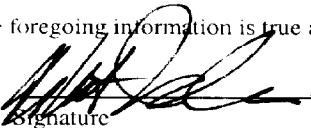
Enclosed

Authorized to be charged to deposit account

8. Deposit account number: **02-3223**. Commissioner hereby authorized to charge any defect in fees or credit any overpayment to said deposit account.
(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.

E. Victor Indiano  3 December 1999
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:



STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
SECRETARY OF STATE

7010-322
27
Bk

To Whom These Presents Come, Greeting:

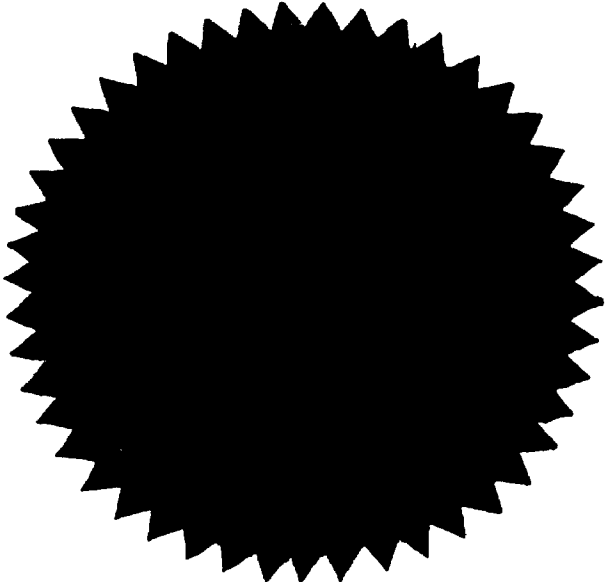
WHEREAS, there have been presented to me at this office, Articles of consolidation in duplicate, whereby the

2894A-007
4147-10
CITIZEN-SHIP RADIO CORPORATION, an Indiana Corporation
and CURTIS DYNA-PRODUCTS CORPORATION, an Ohio Corporation
are consolidated into

7010-322 CURTIS DYNA-PRODUCTS CORPORATION a new corporation

an Indiana Corporation, and said Corporation being a profit corporation in accordance with "An Act concerning domestic and foreign Corporations for profit, providing penalties for the violation hereof and repealing all laws or parts of laws in conflict herewith", approved March 16, 1929, and Acts supplemental thereto.

NOW, THEREFORE, I, hereby certify that I have this day endorsed my approval upon the triplicate copies of Articles so presented and having received the fees required by law in the sum of \$120.74, have filed one copy of the Articles in this office and returned one copy bearing the endorsement of my approval to the Corporation.



In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis,
this.....23rd.....day of
.....October....., 1970.....

Secretary of State,

By.....
Deputy

EXHIBIT B

APPROVED

AND
FILED
OCT 23 1970

William H. Selin
SECRETARY OF STATE INDIANA

ARTICLES OF CONSOLIDATION

OF

CITIZEN-SHIP RADIO CORPORATION, AN INDIANA CORPORATION

AND

CURTIS DYNA-PRODUCTS CORPORATION, AN OHIO CORPORATION

INTO

CURTIS DYNA-PRODUCTS CORPORATION, AN INDIANA CORPORATION

The undersigned, Citizen-Ship Radio Corporation, an Indiana corporation, (hereinafter referred to as the "First Consolidating Corporation"), existing pursuant to the provisions of the Indiana General Corporation Act, as amended, (hereinafter referred to as the "Act"), and Curtis Dyna-Products Corporation, an Ohio corporation, (hereinafter referred to as the "Second Consolidating Corporation"), existing pursuant to the provisions of the Ohio Corporations Act, each desiring to give notice of corporate action effectuating the consolidation of the First Consolidating Corporation and the Second Consolidating Corporation into a new corporation to be named Curtis Dyna-Products Corporation, an Indiana corporation, (hereinafter referred to as the "New Corporation"), certify, each with respect to the facts and acts relating to it and the action taken by its Board of Directors and shareholders, the following facts:

SUBDIVISION A

AGREEMENT OF CONSOLIDATION AND

SIGNATURES THERETO

The First Consolidating Corporation and the Second Consolidating Corporation have entered into an Agreement of Consolidation, the title, parties, terms, conditions and signatures of which are as follows:

	<u>Total</u>
Shares entitled to vote:	863-1/4
Shares present in person or by proxy:	863-1/4
Shares voted in favor:	863-1/4
Shares voted against:	0

SUBDIVISION B

MANNER OF ADOPTION AND VOTE

ARTICLE I

ACTION BY THE FIRST CONSOLIDATING CORPORATION

1. Action by Directors

By written consent, executed on October 1, 1970, signed by all of the members of the Board of Directors of the First Consolidating Corporation, a resolution was adopted approving the Agreement of Consolidation and directing that it be submitted for approval or rejection to the shareholders of the First Consolidating Corporation entitled to vote in respect thereof at a meeting of such shareholders to be held October 12, 1970, unless the same were so approved prior to such date by unanimous written consent.

2. Action by Shareholders

By written consent, executed on October 12, 1970, signed by the shareholders of 613-1/4 shares of the corporation, being all of the shares of the First Consolidating Corporation entitled to vote in respect of an Agreement of Consolidation, the shareholders authorized adoption of the Agreement of Consolidation by the First Consolidating Corporation.

3. Subsequent Action by Directors

Since the shareholders of the First and Second Consolidating Corporations voted unanimously in favor of the Agreement of Consolidation, no subsequent action by the Board of Directors of the First Consolidating Corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of the First Consolidating Corporation in conjunction with the resolutions approving the Agreement of Consolidation which authorized the execution thereof by the undersigned President or Vice President and the Secretary or Assistant Secretary of the First Consolidating Corporation, without further action by the Board of Directors.

4. Compliance with Legal Requirements

The manner of the adoption of the Agreement of Consolidation, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Indiana General Corporation Act, as amended, the Articles of Incorporation and the By-Laws of the First Consolidating Corporation.

ARTICLE II

ACTION BY THE SECOND CONSOLIDATING CORPORATION

1. Action by Directors

By written consent, executed on the 1st day of October, 1970, signed by all of the members of the Board of Directors of the Second Consolidating Corporation, a resolution was adopted approving the Agreement of Consolidation and directing that it be submitted for approval or rejection to the shareholders of the Second Consolidating Corporation entitled to vote in respect thereof, at a meeting of such shareholders to be held October 12, 1970, unless the same were so approved prior to such time by unanimous written consent.

1. Action by Shareholders

By written consent, executed on October 12, 1970, signed by the holders of 250 shares of the corporation, being all of the shares of the Second Consolidating Corporation, entitled to vote in respect of an Agreement of Consolidation, the shareholders authorized adoption of the Agreement of Consolidation by the Second Consolidating Corporation.

3. Subsequent Action by Directors

Since the shareholders of the First and Second Consolidating Corporations voted unanimously in favor of the Agreement of Consolidation, no subsequent action by the Board of Directors of the Second Consolidating Corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of the Second Consolidating Corporation in conjunction with the resolutions approving the Agreement of Consolidation which authorized the execution thereof by the undersigned President or Vice President and the Secretary or Assistant Secretary of the Second Consolidating Corporation, without further action by the Board of Directors.

4. Compliance with Legal Requirements

The manner of the adoption of the Agreement of Consolidation and the vote by which it was adopted, constitute full legal compliance with the provisions of the Ohio Corporation Act, the Articles of Incorporation and the By-Laws of the Second Consolidating Corporation.

SUBDIVISION C

EFFECTIVE DATE

The effective date of the Consolidation effectuated hereby shall be the date of filing in the offices of the Secretaries of State of the State of Indiana and the State of Ohio.

SUBDIVISION D

AGREEMENT OF CONSOLIDATION

The Agreement of Consolidation reads as follows:

CERTIFICATE OF CONSOLIDATION

The undersigned, Presidents and Secretaries, respectively, of Curtis Dyna-Products Corporation, an Ohio corporation, and Citizen-Ship Radio Corporation, an Indiana corporation, hereby certify that the attached Consolidation Agreement entered into between Curtis Dyna-Products Corporation, an Ohio corporation, and Citizen-Ship Radio Corporation, an Indiana corporation, in order to form a newly created corporation to be known as Curtis Dyna-Products Corporation, an Indiana corporation, was only entered into and executed by the officers thereof after having presented the proposed agreement to the members of the Board of Directors of each of the constituent consolidating corporations at specially called meetings and after receipt of notice thereof or after having waived notice thereof. The Presidents and Secretaries further certify that the Boards of Directors each unanimously approved the execution of the agreement to consolidate.

It is further certified by the Presidents and Secretaries of Curtis Dyna-Products Corporation, an Ohio corporation, and Citizen-Ship Radio Corporation, an Indiana corporation, that after the approval of the Board of Directors of each of the constituent corporations, the agreement to consolidate was then presented to the shareholders of such constituent consolidating corporations at specially called meetings after having been given notice

thereof or after said shareholders waived notice thereof and that the consolidation agreement was unanimously approved by the shareholders of each of the constituent consolidating corporations.

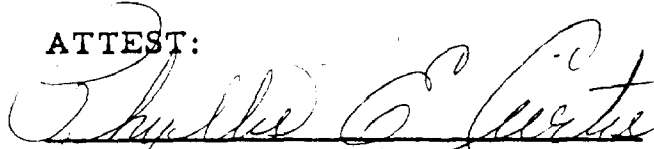
It is further certified that the consolidation of the constituent consolidating corporations shall become effective upon the filing of the agreement to consolidate in the offices of the Secretaries of State of the States of Ohio and Indiana.

This Certificate of Consolidation is executed by the Presidents and Secretaries, respectively, of Curtis Dyna-Products Corporation, an Ohio corporation, and Citizen-Ship Radio Corporation, an Indiana corporation, this 22nd day of October, 1970.


CURTIS DYNA-PRODUCTS CORPORATION
AN OHIO CORPORATION

BY 
R. R. Curtis, President


ATTEST:


Phyllis E. Curtis, Secretary

CITIZEN-SHIP RADIO CORPORATION
AN INDIANA CORPORATION

BY 
R. R. Curtis, President

ATTEST:


Phyllis E. Curtis, Secretary

AGREEMENT OF CONSOLIDATION
OF
CURTIS DYNA-PRODUCTS CORPORATION, AN OHIO CORPORATION
AND
CITIZEN-SHIP RADIO CORPORATION, AN INDIANA CORPORATION
INTO
CURTIS DYNA-PRODUCTS CORPORATION, AN INDIANA CORPORATION

THIS AGREEMENT, entered into by and between CURTIS DYNA-PRODUCTS CORPORATION, an Ohio corporation, by its President, R. R. Curtis, and its Secretary, Phyllis E. Curtis, and CITIZEN-SHIP RADIO CORPORATION, an Indiana corporation, by its President, R. R. Curtis, and its Secretary, Phyllis E. Curtis, WITNESSETH THAT:

WHEREAS, Curtis Dyna-Products Corporation, an Ohio corporation, has its principal place of business at Westfield, Indiana, and

WHEREAS, Curtis Dyna-Products Corporation, ~~an Ohio corporation,~~ is the owner of all of the shares of stock of Citizen-Ship Radio Corporation, the Indiana corporation, and

WHEREAS, the operation of both corporate enterprises is managed and operated by the same personnel, and

WHEREAS, the Board of Directors of each corporation have unanimously consented to consolidate the Curtis Dyna-Products Corporation, an Ohio corporation, and Citizen-Ship Radio Corporation, an Indiana corporation,

THEN BE IT HEREBY AGREED THAT:

1. Curtis Dyna-Products Corporation, an Ohio corporation, and Citizen-Ship

Radio Corporation, an Indiana corporation, be consolidated into a newly created corporation which shall be known as Curtis Dyna-Products Corporation, an Indiana corporation.

2. It is further agreed that the principal office of the newly created corporation shall be at 525 Park Street, in the town of Westfield, Hamilton County, State of Indiana.

3. It is further agreed that the purpose and powers of the new corporation into which Curtis Dyna-Products Corporation, an Ohio corporation, and Citizen-Ship Radio Corporation, an Indiana corporation, are being consolidated are as follows:

A. GENERAL.

(1) To engage in commercial business and to buy, sell, lend and borrow on the security of and deal in real estate and personal property.

(2) To manufacture, assemble, job, buy, sell, distribute, acquire, dispose of, deal and trade in any and all kinds of radio and television transmitters, receivers, electro magnetic, electronic and control devices, mechanical devices, automotive devices, parts, apparatus, equipment, supplies and merchandise of every kind and character whatsoever.

(3) To manufacture, buy, sell, distribute, acquire, dispose of, deal and trade in goods, wares, merchandise and personal property of every kind and description.

(4) To apply for, purchase, register or in any manner to acquire and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge or in any manner to dispose of and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands or other rights and to work, operate or develop the same and to carry on any business or manufacturing or otherwise which may directly or indirectly effectuate these objects or any of them.

B. CAPACITY TO ACT.

To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient, or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to law.

C. TO DEAL IN PERSONAL PROPERTY.

To acquire, (by purchase, exchange, lease, hire or otherwise), hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone, or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

TO DEAL IN REAL PROPERTY.

D. To acquire, (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, lease as lessee, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

E. TO ACT AS AGENT.

To act in any state in which the Corporation is qualified to do business, as agent or representative for any individual, association, corporation, or legal entity, respecting business which the Corporation is authorized to transact.

F. TO MAKE CONTRACTS.

To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

G. TO DEAL IN GOOD WILL.

To acquire, (by purchase, exchange, lease, hire or otherwise), all, or any part, of the good will, rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has power to conduct; to pay for the same in cash or in stocks, bonds or other obligations of the Corporation or otherwise, to hold, utilize and in any manner dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association, or corporation, and conduct any lawful manner the whole, or any part, of the business thus acquired.

H. TO EXECUTE GUARANTIES.

To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations, of others.

I. TO ENTER INTO PARTNERSHIPS.

To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business or transaction deemed necessary, convenient, or incidental to carrying out any of purposes of the Corporation.

J. TREASURY STOCK.

Treasury Stock, To purchase its own shares to the extent of unreserved capital surplus.

K. STATED CAPITAL, CONSIDERATION FOR SHARES.

To determine the amount of stated capital and increase or reduce stated capital, and to determine the consideration to be received for shares issued from time to time.

L. SURPLUS.

To determine the amount of capital surplus and earned surplus and the amount allocated to each in mergers, consolidations or acquisitions.

M. STOCK OPTIONS.

To create, without restriction, rights or options to purchase any or all of its shares.

N. TO RAISE FUNDS. To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereof, by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

Specifically, the Corporation is authorized to sell its certificates of indebtedness to the public generally from time to time, and to issue special certificates of indebtedness with terms different from those available to the general public to its officers and employees.

O. TO DEAL IN ITS OWN SECURITIES.

To acquire, (by purchase, exchange, lease, hire or otherwise), hold, sell, transfer, reissue or cancel the shares of its own capital stock, or any securities or other obligations of the Corporation, in the manner and to the extent now or hereafter permitted by the laws of Indiana, except that the Corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the Corporation, and except that shares of its own capital stock beneficially owned by the Corporation shall not be voted directly or indirectly.

P. TO DEAL IN SECURITIES GENERALLY.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other individuals, or domestic or foreign corporations, associations or partnerships, for whatever purpose or purposes formed or operating, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or any instrumentality thereof.

Q. RIGHTS, PRIVILEGES AND POWERS.

Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, to have and exercise all the general rights, privileges and powers specified in or permitted under Section 3 of the Indiana General Corporation Act.

R. GENERAL CLAUSE.

To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects of the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Indiana, or by the provisions of these Articles of Incorporation.

S. CONSTRUCTION OF FOREGOING SECTIONS.

The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of such sections being regarded as creating independent powers and purposes. The enumerations shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of the sections or the scope of the general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature. The Corporation shall not, however, carry on in any state, territory, district, possession or country any business, or exercise any powers, which a corporation organized under the laws thereof could not carry on or exercise.

T. LIMITING CLAUSE.

Nothing in this Article so contained shall be construed to authorize the conduct by the Corporation or rural loan and savings associations, credit unions, or a banking railroad, insurance, surety, trust, safe deposits, mortgage guarantee, or building and loan business or receiving deposits of money, bullion, or foreign coins, or of issuing bills, notes, or other evidences of debt for circulation as money.

4. The authorized number of shares of stock of the newly formed Curtis Dyna-Products Corporation, an Indiana corporation, shall be 7,500 shares of common stock without par value. Such shares of common stock shall be of one class of common shares only.

5. Curtis Dyna-Products Corporation, an Ohio corporation, is the owner of all of the shares of issued stock of its subsidiary, Citizen-Ship Radio Corporation, an Indiana corporation, and as of January 31, 1970 and adjusted to date, as a result of the issuance of additional shares of stock, the stated capital of such newly formed corporation, Curtis Dyna-Products Corporation, an Indiana corporation, will be Eighty Five Thousand Six Hundred Three Dollars and fifty-seven cents (\$85,603.57), (stated capital per share of each share of common stock issued in the newly formed corporation shall amount to \$27.92 per share).

6. The amount of earned surplus of the newly formed corporation is the amount shown on the consolidated balance sheet of Curtis Dyna-Products Corporation, an Ohio corporation, and Citizen-Ship Radio Corporation, an Indiana corporation, as of January 31, 1970. Earned surplus as of that date was Nine Hundred Forty Four Thousand Three Hundred Ninety Four Dollars and forty-five cents (\$944,394.45). This amount would only be changed by income and expenses earned or incurred during the ordinary course of the operation of the business to the date of the execution of this agreement.

7. The names and addresses of the persons who will constitute the first Board of Directors of Curtis Dyna-Products Corporation, an Indiana corporation, are as follows:

R. R. Curtis
5959 Sunset Lane
Indianapolis, Indiana

Phyllis E. Curtis
5959 Sunset Lane
Indianapolis, Indiana

Robert E. Stevens
312 Creekwood Drive
Westfield, Indiana

Thomas W. Ditlinger
4130 East Eaton Drive
Indianapolis, Indiana

Manson E. Church
19910 Wagon Trail Drive
Noblesville, Indiana

The term of office of the members of the Board of Directors shall be for a period of one year from the date of their election.

8. R. R. Curtis, 5959 Sunset Lane, Indianapolis, Indiana, shall be the statutory agent of Curtis Dyna-Products Corporation, an Indiana corporation.

9. The terms of consolidation of Curtis Dyna-Products Corporation, an Ohio corporation, and Citizen-Ship Radio Corporation, an Indiana corporation, into Curtis Dyna-Products Corporation, an Indiana corporation, shall be as follows:

The shareholders of Curtis Dyna-Products Corporation, an Ohio corporation, and the number of shares held by each shareholder is as follows:

R. R. Curtis	442-1/2 shares
Phyllis E. Curtis	145-3/4 shares
Robert E. Stevens	20 shares
Thomas W. Ditlinger	5 shares

The shareholders of Citizen-Ship Radio Corporation, an Indiana corporation, and the number of shares held by them is as follows:

Curtis Dyna-Products Corporation	250 shares
----------------------------------	------------

Curtis Dyna-Products Corporation, an Ohio corporation, has 1250 authorized shares of common stock; however, of such number of shares only 613-1/4 shares have been issued. Citizen-Ship Radio Corporation, an Indiana corporation, has 1,000 authorized shares of common stock; however, only 250 shares have been issued. The issued shares of each of the consolidating corporations are presently outstanding.

It is proposed that the newly formed corporation formed from the consolidation of Curtis Dyna-Products Corporation, an Ohio corporation,

and Citizen-Ship Radio Corporation, an Indiana corporation, have authorized for issuance 7,500 shares of common stock and it is further proposed that each of the shareholders of Curtis Dyna-Products Corporation, an Ohio corporation, be issued the following proportionate number of shares of Curtis Dyna-Products Corporation, an Indiana corporation, as follows:

R. R. Curtis	2212-1/2 shares
Phyllis E. Curtis	728-3/4 shares
Robert E. Stevens	100 shares
Thomas W. Ditlinger	25 shares

10. Regulation of the newly formed corporation, Curtis Dyna-Products Corporation, of Indiana, shall be by by-laws adopted by the Board of Directors of such newly formed corporation.

11. It is further agreed by the Boards of Directors of each of the consolidating corporations that this agreement to consolidate shall be submitted to the shareholders of each of the consolidating corporations, namely, Curtis Dyna-Products Corporation, an Ohio corporation, and Citizen-Ship Radio Corporation, an Indiana corporation, so that the shareholders of each corporation may vote whether or not they approve this agreement to consolidate such corporations into a newly formed corporation to be known as Curtis Dyna-Products Corporation, an Indiana corporation, under the terms of this agreement. The action by the shareholders of each corporation shall be after such shareholders have received or waived statutory notice and after having presented such shareholders with a copy of this Consolidation Agreement.

12. It is agreed that the consolidation of the two consolidating corporations into the newly formed corporation to be known as Curtis Dyna-Products Corporation, an Indiana corporation, shall become effective upon the filing of the agreement of consolidation in compliance with the laws of the State of Indiana and the State of Ohio.

13. It is further provided in this agreement that the directors of either Curtis Dyna-Products Corporation, an Ohio corporation, or Citizen-Ship Radio Corporation, an Indiana corporation, may abandon this agreement to consolidate prior to the filing of the same with the offices of the Secretaries of State of the State of Ohio and the State of Indiana.

14. It is further agreed by the consolidating corporations that Curtis Dyna-Products Corporation, an Indiana corporation, may be sued and served with process in the State of Ohio in any proceedings for the enforcement of an obligation of any constituent domestic corporation and in any proceedings for the enforcement of the rights of dissenting shareholder of any constituent domestic corporation against the new corporation. It is further agreed that the Secretaries of State of the State of Ohio and of the State of Indiana are to be agents for the service of process in respect of any suit filed under the provisions of this section. It is further agreed that the newly formed corporation, Curtis Dyna-Products Corporation, an Indiana corporation, will promptly pay to dissenting shareholders of any domestic constituent corporation in the State of Ohio the amount, if any, to which they shall be entitled

under the provisions of Section 1701.85 of the Ohio Revised Code.


IN WITNESS WHEREOF, the undersigned, Curtis Dyna-Products Corporation, an Ohio corporation, and the undersigned, Citizen-Ship Radio Corporation, an Indiana corporation, the consolidating corporations, respectively, execute this Agreement to Consolidate, their respective Presidents and their respective Secretaries acting for and in behalf of such consolidating corporations hereby execute on behalf of their Board of Directors and shareholders this Agreement to Consolidate, dated this 22nd day of October, 1970.

CURTIS DYNA-PRODUCTS CORPORATION
AN OHIO CORPORATION

BY


R. R. Curtis, President

ATTEST:

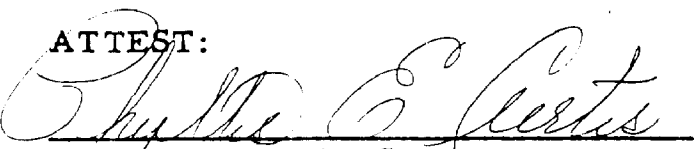

Phyllis E. Curtis, Secretary

CITIZEN-SHIP RADIO CORPORATION
AN INDIANA CORPORATION

BY


R. R. Curtis, President

ATTEST:



Phyllis E. Curtis, Secretary

IN WITNESS WHEREOF, the undersigned, First Consolidating Corporation, and the undersigned, Second Consolidating Corporation, respectively, execute these Articles of Consolidation, their respective Presidents and their respective Secretaries acting for and in behalf of such corporations; and each of such corporations certifies to the truth of the facts and acts relating to it and the action taken by its Board of Directors and Shareholders.

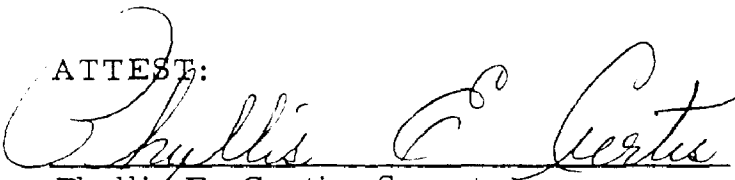
Dated, this 22nd day of October, 1970.

CURTIS DYNA-PRODUCTS CORPORATION
AN OHIO CORPORATION

BY



R. R. Curtis, President

ATTEST:

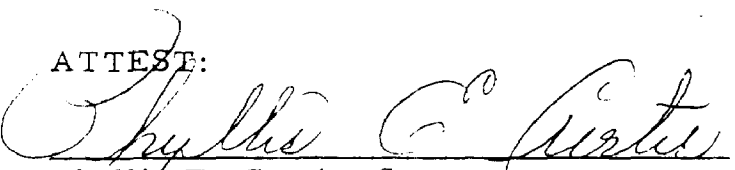

Phyllis E. Curtis, Secretary

CITIZEN-SHIP RADIO CORPORATION
AN INDIANA CORPORATION

BY


R. R. Curtis, President

ATTEST:


Phyllis E. Curtis, Secretary