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05-05-2000

FORM PTO-1594 (Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

101346741

Tab settings

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

1. Name of conveying party(ies):

Automax Inc.

- Individual(s)
- General Partnership
- Corporation-State Ohio
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 15, 1998

2. Name and address of receiving party(ies)

Name: Flowserve FCD Corporation

Internal Address: Suite 1500

Street Address: 222 W. Las Colinas Boulevard

City: Irving State: Texas ZIP: 75039

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

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

APR 14 AM 9:05
OPR/FINANCE

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached schedule

Additional numbers attached? Yes No

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

Name: B. Joseph Schaeff

Internal Address: One Dayton Centre

Suite 500

Street Address: One South Main Street

05/04/2000 TSHABAZZ 00000134 1517015

01 FC:481 40.00 DP
02 FC:482 100.00 DP
City: Dayton State: OH ZIP: 45402

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

B. Joseph Schaeff
Name of Person Signing

B. Joseph Schaeff
Signature

April 11, 2000
Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK
REEL: 002066 FRAME: 0733

SCHEDULE A

TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>	<u>ISSUED</u>
AUTOMAX INC & Design	1,517,015	12/20/88
CENTURA	1,721,600	10/06/92
PHAROS	1,652,259	07/30/91
PHAZER	1,828,775	03/29/94
ULTRASWITCH	1,647,324	06/11/91

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AUTOMAX INC.", A OHIO CORPORATION,

WITH AND INTO "FLOWSERVE FCD CORPORATION" UNDER THE NAME OF "FLOWSERVE FCD CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1998, AT 4:31 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2934823 8100M

991525468

AUTHENTICATION: 0140449

DATE: 12-14-99

TRADEMARK
REEL: 002066 FRAME: 0735

CERTIFICATE OF MERGER
OF
AUTOMAX INC.
INTO
FLOWSERVE FCD CORPORATION

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
FLOWSERVE FCD CORPORTION	Delaware
AUTOMAX INC.	Ohio

SECOND: That an Agreement of Merger (Attachment 1 hereto) between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations (Attachments 2 and 3 hereto) in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the corporation surviving the merger is FLOWSERVE FCD CORPORATION, a Delaware corporation.

FOURTH: That the Certificate of Incorporation of FLOWSERVE FCD CORPORATION, a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 222 W. Las Colinas Blvd., Suite 1500, Irving, TX 75039.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Automax Inc.	Common	250,000	Shares are without par value

EIGHTH: That this Certificate of Merger shall be effective on December 31, 1998.

Dated: December 15, 1998.

FLOWSERVE FCD CORPORATION
 By 
 John M. Nanos, Vice President

Automax-FlowservFCD-MergerCertificate

Attachment 1 to
Certificate of Merger

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 1st day of September, 1998, pursuant to Section 252 of the General Corporation Law of Delaware, between FLOWSERVE FCD CORPORATION, a Delaware corporation ("FCD"), and AUTOMAX INC., an Ohio corporation ("AUTOMAX").

WITNESSETH that:

WHEREAS, the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the parties to this Agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: FCD hereby merges into itself AUTOMAX, and AUTOMAX shall be and hereby is merged into FCD, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of FCD, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger shall be cancelled and no longer issued and outstanding. Each share of stock of FCD outstanding immediately prior to the effective date of the merger is to be an identical outstanding or treasury share of FCD after the effective date of the merger, and no shares of common stock of FCD and no shares, securities or obligations convertible into such stock are to be issued or delivered pursuant to this Agreement.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.


(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on December 31, 1998.

(d) Upon the merger's becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon, the surviving corporation without further act or deed; and all property, rights and every other interest of the surviving corporation and the merged corporation shall be effectively the property of the surviving corporation. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the merged corporation, and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.


IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and by the sole stockholder of AUTOMAX, have caused these presents to be executed by a Vice President of each party hereto as the respective act, deed and agreement of each corporation, on this 1st day of September, 1998.

FLOWSERVE FCD CORPORATION

By 

Ronald F. Shuff
Vice President

AUTOMAX INC.

By 

Ronald F. Shuff
Vice President

Attachment 2 to
Certificate of MergerSECRETARY CERTIFICATE

I, Ronald F. Shuff, Secretary of AUTOMAX INC., a corporation organized and existing under the laws of the State of Ohio (the "Merged Corporation"), hereby certify as such Secretary that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Merged Corporation and having been signed on behalf of FLOWSERVE FCD CORPORATION, a corporation of the State of Delaware and the corporation surviving the merger, was duly submitted to the sole stockholder and the board of directors of the Merged Corporation and that the proposed Agreement of Merger was adopted and approved by the sole stockholder and the board of directors as the act of the sole stockholder and the board of directors of the Merged Corporation and is the duly adopted agreement and act of the Merged Corporation.

WITNESS my hand on this 15th day of December, 1998.



Ronald F. Shuff, Secretary

Attachment 3 to
Certificate of MergerASSISTANT SECRETARY CERTIFICATE

I, John M. Nanos, Assistant Secretary of FLOWSERVE FCD CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Surviving Corporation"), hereby certify as such Assistant Secretary that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Surviving Corporation and having been signed on behalf of AUTOMAX INC., a corporation of the State of Ohio and the corporation to be merged pursuant to the merger, was duly adopted pursuant to subsection (f) of Section 251 of the General Corporation Law of Delaware, without vote of the sole stockholder of the Surviving Corporation; that the Agreement of Merger does not amend in any respect the Certificate of Incorporation of the Surviving Corporation, and each share of stock of the Surviving Corporation outstanding immediately prior to the effective date of the merger is to be an identical outstanding or treasury share of the Surviving Corporation after the effective date of the merger, and no shares of common stock of the Surviving Corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the Agreement of Merger; and that the outstanding shares of the Surviving Corporation were such as to render Section 251 of the General Corporation Law of Delaware applicable; and that the Agreement of Merger was thereby adopted by action of the board of directors of the Surviving Corporation and is the duly adopted agreement and act of the Surviving Corporation.

WITNESS my hand on this 15th day of December, 1998.



John M. Nanos, Assistant Secretary