

5.1.00

05-22-2000



To the Honorable Commissioner of F

and original documents or copy thereof.

101363880

1. Name and Address of Conveying Party(ies):

SISU NORTH AMERICA, INC.
1301 Cherokee Trace
White Oak, Texas 75693

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: Texas
- Other:
- Additional Name(s) of Conveying Party(ies) Attached

2. Name and Address of Receiving Party(ies):

Kalmar Industries USA, Inc.
1301 Cherokee Trace
White Oak, Texas 75693

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: Texas
- Other:
- Additional Name(s) of Receiving Party(ies) Attached
- Assignee is not domiciled in the United States, a Domestic Representative Designation is Attached

OPR/REMIANDE
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3. Nature of Conveyance:

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

Execution Date

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

A. Trademark Application No (s)

74/129,946

B. Trademark Registration No.(s)

1.766.656

No Additional Numbers Attached

5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:

Theodore F. Shiels
Gardere & Wynne, L.L.P.
1601 Elm Street, Suite 3000
Dallas, Texas 75201

214-999-4632 - Telephone
214-999-4667 - Facsimile

6. Total Number of Applications and Registrations Involved: 1

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

- Enclosed
- Authorized to be Charged to Deposit Account
- Charge Any Deficiencies to Deposit Account

8. Deposit Account Number: 07-0153

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document

05/19/2000 JSHADAZZ 00000206 74129946

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40.00 DP

Theodore F. Shiels, Reg. No. 31.569

Date

Certificate of Mailing

I hereby certify that this Recordation Form Cover Sheet together with the attached Assignment, is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to the Commissioner for Patents and Trademarks, Washington, DC 20231 on:

Date

Terri Bragg

Mail To: Commissioner of Patents and Trademarks,
Box ASSIGNMENTS, Washington, D.C. 20231

Total # of Pages Including This Cover Sheet: 1



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

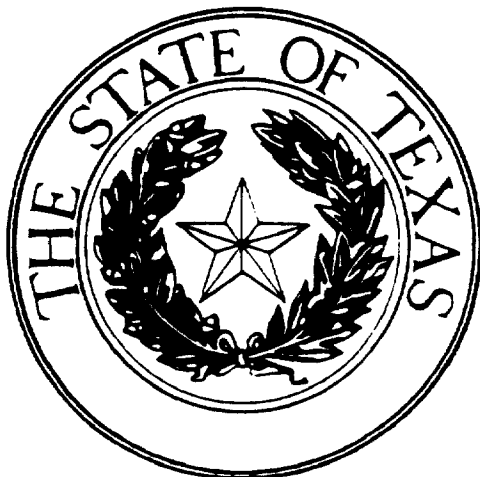
KALMAR INDUSTRIES USA INC.
FORMERLY
SISU NORTH AMERICA, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: June 1, 1998

Effective: June 1, 1998



LCS

Alberto R. Gonzales
Secretary of State

TRADEMARK
REEL: 002075 FRAME: 0867

5-29-1998 3 11AM

FROM OTTAWA 7852426117

P. 10

GARDNER & WYNNE

GARDNER & WYNNE

7852426117: 8/32

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SISU NORTH AMERICA, INC.**

FILED
In the Office of the
Secretary of State of Texas
JUN 01 1998
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporations Act, Sisu North America, Inc. (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE. The name of the Corporation is Sisu North America, Inc.

ARTICLE TWO. The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation as of May 25, 1998:

A. Article I of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE I

The name of the Corporation is Kalmar Industries USA Inc."

B. Section 1 of Article V of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Section 1

Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is 2,300,000. The Corporation is authorized to issue two classes of stock designated "Common Stock" and "Series A Preferred Stock," respectively. The number of shares of Common Stock which the Corporation is authorized to issue is 2,000,000 shares, per value \$0.10. The number of shares of Series A Preferred Stock which the Corporation is authorized to issue is 300,000 shares, per value \$0.01."

ARTICLE THREE. The number of shares of Common Stock of the Corporation outstanding and entitled to vote was 400,000 at the time of the adoption of these amendments.

ARTICLE FOUR. The number of shares of Preferred Stock of the Corporation outstanding and entitled to vote was 300,000 at the time of the adoption of these amendments.

ARTICLE FIVE. The holders of all of the shares of Common Stock and all of the shares of Preferred Stock outstanding and entitled to vote have signed a written consent to the adoption of these amendments.

DATED as of the 18 day of May, 1998.

SISU NORTH AMERICA, INC.

By: *John Takkonen*
John Takkonen, President



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

KALMAR INDUSTRIES USA INC.
FORMERLY
SISU NORTH AMERICA, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: June 1, 1998

Effective: June 1, 1998



Alberto R. Gonzales
Secretary of State

LCS

TRADEMARK

REEL: 002075 FRAME: 0870

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SISU NORTH AMERICA, INC.**

FILED
In the Office of the
Secretary of State of Texas
JUN 01 1998
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, ~~Sisu North~~
Corporations Section

America, Inc. (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE. The name of the Corporation is Sisu North America, Inc.

ARTICLE TWO. The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation as of May 25, 1998:

A. Article I of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE I

The name of the Corporation is Kahmar Industries USA Inc."

B. Section 1 of Article V of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Section 1

Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is 2,300,000. The Corporation is authorized to issue two classes of stock designated "Common Stock" and "Series A Preferred Stock," respectively. The number of shares of Common Stock which the Corporation is authorized to issue is 2,000,000 shares, per value \$0.10. The number of shares of Series A Preferred Stock which the Corporation is authorized to issue is 300,000 shares, per value \$0.01."

ARTICLE THREE. The number of shares of Common Stock of the Corporation outstanding and entitled to vote was 400,000 at the time of the adoption of these amendments.

ARTICLE FOUR. The number of shares of Preferred Stock of the Corporation outstanding and entitled to vote was 300,000 at the time of the adoption of these amendments.

SENT BY: GARDERE & WYNNE
MAY-29-98 08:12

6-1-98 1:25PM
785242517

GARDERE & WYNNE-8-62837#37###180043:# 3/ 3
P.11 R-421 Job-852

5-29-1998 8:12AM

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SENT BY: GARDERE & WYNNE

5-27-98 1:12PM

GARDERE & WYNNE-

7852426117:# 3/32

ARTICLE FIVE. The holders of all of the shares of Common Stock and all of the shares of Preferred Stock outstanding and entitled to vote have signed a written consent to the adoption of these amendments.

DATED as of the 9th day of May, 1998.

SISU NORTH AMERICA, INC.

By: *John Tinkooch*
John Tinkooch, President

SECRET