

07-26-2000



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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 6128100
- 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
- Merger
- Change of Name
- Other

Effective Date
Month Day Year

Conveying Party (FORMER NAME)

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party (NEW NAME)

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

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FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 100.00 OP

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

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="0279239"/>	<input type="text" value="0947491"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="0816493"/>	<input type="text" value="1633688"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="0820594"/>	<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 fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

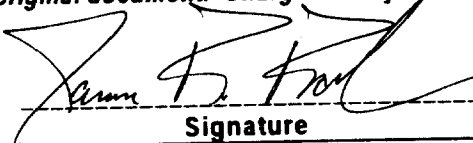
Yes No

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.

James R. Robinson

Name of Person Signing



Signature

6/27/00

Date Signed

RECEIVED & FILED

u'oe

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Mar 20 3 42 AM 1962
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF TUBE TURNS, INC.

BREMER EHRLER
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
March 17 1962

+ State file

to KRS 271B.10-070 and KRS 271B.10-030, the under-
signed Corporation hereby executes the following Amended and
Restated Articles of Incorporation:

631982

FIRST: The name of the Corporation is Tube Turns, Inc.

SECOND: Articles I, II, III, IV, V, VI, VII, VIII and IX are
hereby amended to read in their entirety as set forth below.
Articles X, XI and XII are hereby added to read in their entirety
as set forth below. The text of the Corporation's restated
Articles of Incorporation, as amended hereby, is as follows:

ARTICLE I

The name of the Corporation is Tube Turns Technologies, Inc.

ARTICLE II

The purposes of the Corporation are:

(1) To engage in the business of manufacturing, buying,
selling and dealing in machinery and equipment for bending pipes,
and for manufacturing pipes, valves, and other fittings and
appliances; manufacturing, buying, selling and dealing in pipes,
valves, and other fittings and appliances; and manufacturing,
buying, selling and dealing in all kinds of machinery, equipment,
fittings, paraphernalia and appliances.

(2) To engage in any and all other business enterprises for
which corporations may be organized and which the Board of
Directors deems may be beneficial to the Corporation, and to do all
other things deemed by the Board of Directors to be necessary or
desirable in connection with any of the Corporation's businesses.

ARTICLE III

The Corporation shall have perpetual duration, subject to its
being dissolved in the manner provided by law.

TRADEMARK

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ARTICLE IV

The mailing address of the Corporation's principal office is 2900 West Broadway, Louisville, Kentucky 40211.

ARTICLE V

The total number of shares of stock which may be issued by the Corporation is 2,000,000 shares of no par value common stock. The Shareholders shall not be entitled to preemptive rights to acquire additional shares of common stock.

ARTICLE VI

The names and addresses of the original incorporators of the Corporation (at the time of its original incorporation) were as follows:

NAME	Address
O.O. Funk	224 East Broadway Louisville, Kentucky 40202
F.E. MacDonald	224 East Broadway Louisville, Kentucky 40202
J.H. Quast	224 East Broadway Louisville, Kentucky 40202

ARTICLE VII

The affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than three (3) persons, the exact number of Directors to be set in the Bylaws, and by such officers as may be designated in the Bylaws and elected by the Directors.

ARTICLE VIII

The authority to make Bylaws is hereby vested in the Board of Directors, subject to the power of the Shareholders to change or repeal such Bylaws.

ARTICLE IX

The private property of the Shareholders shall not be subject to the payment of the debts of the Corporation.

ARTICLE X

Any action, except the election of Directors, required or permitted to be taken at a Shareholders' meeting may be taken without a meeting if the action is taken by Shareholders representing not less than eighty percent (80%) of the votes entitled to be cast.

Any such action taken must be evidenced by one or more written consents [1] describing the action taken, [2] signed by the Shareholders taking the action, and [3] delivered to the Corporation for inclusion in the minutes or for filing with the corporate records.

Prompt notice of any action taken by Shareholders without a meeting by less than unanimous written consent must be given to those Shareholders entitled to vote on the action who have not consented in writing.

ARTICLE XI

A Director shall not be liable to the Corporation or its Shareholders for monetary damages for any act or omission constituting a breach of his or her duties as a Director unless such act or omission [1] is one in which the Director has a personal financial interest which is in conflict with the financial interests of the Corporation or its Shareholders, [2] is not in good faith or involves intentional misconduct or is known to the Director to be a violation of law, [3] is a vote for or assent to a distribution made in violation of these Articles of Incorporation or which renders the Corporation unable to pay its debts as they become due in the usual course of business or which results in the Corporation's total liabilities exceeding its assets, or [4] is a transaction from which the Director derived an improper personal benefit.

If the Kentucky Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article by the Shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XII

Each person who is or was a Director of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a Director of another corporation or other enterprise, including service with respect to employee benefits plans, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a Director or arising out of such person's status as a Director, provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person or if such indemnification would be prohibited by law. Such right shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payments of expenses shall be made only after delivery to the Corporation of any undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the Director may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Business Corporation Act or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of Shareholders or Board of Directors or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law. For the purpose of this Article, reference to "the Corporation" includes all constituents absorbed in a merger as well as the resulting or surviving corporation.

THIRD: The foregoing Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring Shareholder approval.

FOURTH: The foregoing Amended and Restated Articles of Incorporation do not provide for an exchange, reclassification or cancellation of issued shares.

FIFTH: The foregoing Amended and Restated Articles of Incorporation were adopted on February 26, 1991.

SIXTH: The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendments, and number of votes of each voting group indisputably represented at the meeting of shareholders, were as follows:

<u>Designation of Voting Group</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes</u>	
		<u>Entitled to be Cast</u>	<u>Represented at at the Meeting</u>
Common Stock	1,302,216	1,302,216	1,290,701

The total number of votes cast by each voting group entitled to vote separately thereon for and against such amendments, respectively, was:

<u>Voting Group</u>	<u>Number of Votes Cast</u>	
	<u>For</u>	<u>Against</u>
Common Stock	1,290,701	0

IN WITNESS WHEREOF, the undersigned duly authorized officer
has executed these Amended and Restated Articles of Incorporation
this 19th day of March, 1991.

TUBES TUBES, INC.

By: *J. M. Kramer*
Jack M. Kramer, President

THIS INSTRUMENT PREPARED BY:

David C. Farlin
David C. Farlin
WYATT, TARRANT & COMBS
Citizens Plaza
Louisville, Kentucky 40202
(502) 589-5235

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