



08-10-2000

SHEET

7.17.00



101429190

attached original document(s) or copy thereof.

1. Name of conveying party(ies) (assignor(s)):

The Binkley Company

- Individual(s)
- General Partnership
- Corporation-State Missouri
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? yes no

2. Name and Address of Party(ies) receiving an interest (assignee(s)):

Name: Holland Binkley Company
Address: 101 South Elm Street
P.O. Box 370

City: Warrenton
State: Missouri Zip: 63383
Country: U.S.A.

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Missouri
- 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

3. Nature of Conveyance:

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

Execution Date: February 27, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,010,724
1,833,772

Additional numbers attached? Yes No

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

Michael E. Godar
Senniger, Powers, Leavitt & Roedel
One Metropolitan Square
16th Floor
St. Louis, Missouri 63102
(314) 231-5400 (telephone)

6. Total number of applications and registrations involved:
Application(s) 0 + Registration(s): 2 = Total 2

7. Total Fee (37 CFR 3.41) \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: 19-1345
(Duplicate copy of this sheet attached)

Charge any underpayment or credit any overpayment to above 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.

Michael E. Godar
Name of Person Signing

Michael E. Godar
Signature

7/13/2000
Date

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

08/10/2000 MTHAI1 00000069 2010724

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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STATE OF MISSOURI



**Rebecca McDowell Cook
Secretary of State**

**CORPORATION DIVISION
CERTIFICATE OF AMENDMENT**

WHEREAS,

HOLLAND BINKLEY COMPANY

FORMERLY,

THE BINKLEY COMPANY

A CORPORATION ORGANIZED UNDER THE GENERAL AND BUSINESS CORPORATION LAW HAS DELIVERED TO ME A CERTIFICATE OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH THE REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE GENERAL BUSINESS CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 27TH DAY OF FEBRUARY, 1998.

Rebecca McDowell Cook
Secretary of State



\$25.00

TRADEMARK

REEL: 002118 FRAME: 0333



State of Missouri

Rebecca McDowell Cook, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

Amendment of Articles of Incorporation

(To be submitted in duplicate)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

1. The present name of the Corporation is The Binkley Company

The name under which it was originally organized was Binkley Acquisition Company

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on _____
February 18th, 19 98.

3. Article Number One is amended to read as follows:

Article One. The name of the corporation is: Holland Binkley Company.

(If more than one article is to be amended or more space is needed attach fly sheet.)

4. Of the 1,000 shares outstanding, 1,000 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

<i>Class</i>	<i>Number of Outstanding Shares</i>
Common	1,000

5. The number of shares voted for and against the amendment was as follows:

<i>Class</i>	<i>No. Voted For</i>	<i>No. Voted Against</i>
Common	1,000	-0-

6. If the amendment changed the number or par value of authorized shares having a par value, the amount in dollars of authorized shares having a par value as changed is:

N/A

7. If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are:

N/A

8. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

N/A

ATNE
Assistant S

attest

allows:

IN WITNESS WHEREOF, the undersigned, Woodrow H. Weigandt
President or

President
Vice President has executed this instrument and its

Assistant Secretary Steven W. Gregory
Secretary or Assistant Secretary has affixed its corporate seal hereto and

attested said seal on the 19 day of February, 19 98.

Place
CORPORATE SEAL
Here
(If no seal, state "None.")

None

The Binkley Company
Name of Corporation

ATTEST:
Steven W. Gregory
Secretary or Assistant Secretary
Steven W. Gregory

By Woodrow H. Weigandt
President or Vice President
Woodrow H. Weigandt

FILED AND CERTIFICATE
ISSUED

FEB 27 1998

State of Missouri
County of Warren } ss.

Rebecca McDowell Cook
SECRETARY OF STATE

Bette L. Alloway, a Notary Public, do hereby certify that
of this 19 day of February, 19 98, personally appeared before me
Woodrow H. Weigandt who, being by me first duly sworn,
declared that he is the President
of The Binkley Company
that he signed the foregoing documents as President of the corporation, and that the
statements therein contained are true.

(Notarial Seal)

Bette L. Alloway
Notary Public

My commission expires 12-12-99

Bette L. Alloway
Notary Public, State of Missouri
County of Warren
My Commission Expires 12/12/99