



To the Honorable Commissic

101461999

hed original document(s) or copy thereof.

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

Duke Manufacturing Company II

M.P. 9.11.00

- 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: Duke Manufacturing Company

Address: 2305 North Broadway

City: St. Louis

State: Missouri Zip: 63106

Country: U.S.A.

- Individual(s) citizenship _____
- Associator _____
- 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: December 3, 1990

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached "Schedule A"

Additional numbers attached? Yes No

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

Richard G. Heywood
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): 10 = Total 10

7. Total Fee (27 CFR 3.41) \$ 265.00

- Enclosec
- 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.

Richard G. Heywood
Name of Person Signing

Richard G. Heywood
Signature

Aug 28, 2000
Date

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

8

09/18/2000 NGUYEN 00000617 681089

01 FC:481
02 FC:482

40.00 OP
225.00 OP

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
AEROHOT	681,089	6/30/59
AEROHOT	1,480,717	3/15/88
DUKE	274,575	9/2/30
DUKE	275,715	9/30/30
DUKE	534,532	12/12/50
ECONO MATE	1,439,983	5/19/87
HERITAGE FROM DUKE	1,439,983	5/19/87
OUR REPUTATION IS STAINLESS	1,457,318	9/15/87
SNO-KOTE	1,236,179	5/3/83
THURMADUKE	369,025	7/11/39



STATE OF MISSOURI

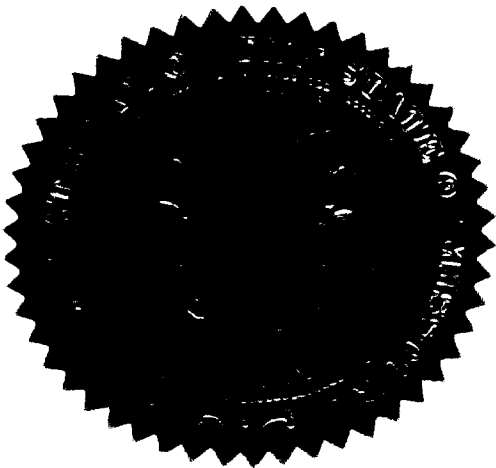
ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

Certificate of Corporate Records

I, ROY D. BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 16th day of January, 1991.



Roy D. Blunt
Secretary of State



STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

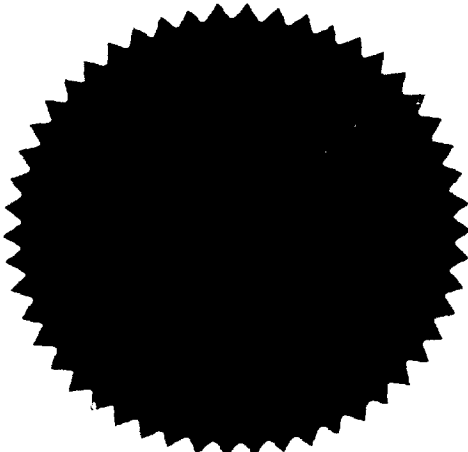
Certificate of Amendment

WHEREAS, DUKE MANUFACTURING CO. (FORMERLY: DUKE MANUFACTURING COMPANY II)

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 and Business Corporation Law.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 3rd day of January 19 91



Roy D. Blunt
Secretary of State

20.00

Fee \$ _____



STATE OF MISSOURI . . . Office of Secretary of State
ROY D. BLUNT, Secretary of State

Amendment of Articles of Incorporation

(To be submitted in duplicate)

HONORABLE ROY D. BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MO 65102

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 Duke Manufacturing Company II

The name under which it was originally organized was Duke Manufacturing Company II

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on _____
November 20, 1990, 19____

3. Articles ~~Number I and VII~~^{are} amended to read as follows:

Article I

The name of the corporation is: Duke Manufacturing Co.

Article VII

See attachment.

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

4. Of the 955 shares outstanding, 955 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	955

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	955	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

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

7. 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

Article VII

The corporation is formed for the following purposes:

(a) In general, to carry on any business which is lawful and proper for a corporation organized and existing under the General and Business Corporation Law of Missouri, including, but not limited to, the manufacturing and selling of restaurant equipment; and

(b) In general, to carry on any lawful purpose whatsoever in connection with the foregoing which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property; and to do or take each and every other action suitable or proper for the accomplishment of these purposes or to the attainment of any one or more of the objectives hereinabove enumerated, which at any time shall appear conducive to or expedient for the protection or benefit of the corporation.

(c) Notwithstanding any powers and purposes enumerated in the Articles of Incorporation of the corporation, and any amendments thereto, and further notwithstanding any other powers, purposes or resolutions of the corporation, the corporation, its officers, directors and any other individual or person acting on behalf of the corporation shall be prohibited from making any draw in excess of TWO MILLION SIX HUNDRED THOUSAND DOLLARS (\$2,600,000.00) on any loan by the Industrial Development Authority of Pettis County, Missouri, for the issuance of FIVE MILLION DOLLARS (\$5,000,000.00) Variable Rate Demand Private Activity Bonds, Series 1990 (Duke Manufacturing Company II Project), without first having obtained, by resolution in writing, the unanimous consent of all of the shareholders of all of the common stock of the Corporation then outstanding and eligible to vote thereon.

(d) Paragraphs (c) and (d) of Article VII shall not be amended except by the unanimous consent of all of the shareholders of all of the common stock of the Corporation then outstanding and eligible to vote thereon.

IN WITNESS WHEREOF, the undersigned, James Duke Johnson
President or
President
Vice-President has executed this instrument and its

Secretary
Secretary or Assistant Secretary has affixed its corporate seal hereto and
attested said seal on the 3rd day of December, 19 90.

PLACE
CORPORATE SEAL
HERE.
(IF NO SEAL STATE "NONE.")

Duke Manufacturing Company II
Name of Corporation

ATTEST:

John J. Hake
Secretary or Assistant Secretary
John J. Hake

By James Duke Johnson
President or Vice-President
James Duke Johnson

FILED AND CERTIFICATE
ISSUED
JAN 03 1991

State of MISSOURI
County of ST LOUIS ss

I, MARK Z SCHRAIER, a Notary Public, do hereby certify that
on this 3rd day of December, 19 90, personally appeared before me

James Duke Johnson who, being by me first duly sworn,

declared that he is the President

of Duke Manufacturing Company II

that he signed the foregoing document as President of the corporation, and that the

statements therein contained are true.

NOTARIAL SEAL

Mark Z Schraier
Notary Public

My commission expires _____

MARK Z. SCHRAIER
NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES APRIL 28, 1992
ST. LOUIS COUNTY