

To the Honorable Commissioner of Patents and Trademark



its or copy thereof.

1. Name of conveying party(ies):

Core Holdings, Inc.

*WRO  
9/21*

2. Name and address of receiving party(ies):

Modine Aftermarket Holdings, Inc.  
4123-B Barringer Drive  
Charlotte, North Carolina 28217-1551

- Individual - Citizen of \_\_\_\_\_
- Association
- General Partnership
- Limited Liability Company
- Corporation - State of Delaware
- Other

- Individual(s) - Citizen of \_\_\_\_\_
- Association
- General Partnership
- Limited Liability Company
- Corporation - State of North Carolina
- Other

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

3. Nature of Conveyance:

- Nunc Pro Tunc Assignment
- Trademark Assignment
- Merger
- Change of Name
- Security Agreement
- Other

If assignee is not domiciled in the United States, a domestic representative designated is attached ( ) Yes ( ) No  
(Designations must be a separate document Assignment)

Additional name(s) & Address(es) attached ( ) Yes (X) No

Effective Date: January 1, 1999

4. Application or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

**1,998,980**

Additional numbers attached? ( ) Yes (x) No

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

Name: David L. Sigalow, Esquire  
Internal Address: Allen, Dyer, Doppelt,  
Milbrath & Gilchrist, P.A.

6. Total number of applications and registrations involved:.....(1)

7. Total fee (37CFR 3.41)..... \$40.00  
(X) Enclosed (receipt for payment)  
( ) Authorized to be charged to deposit account

Street Address: 255 South Orange Avenue  
Suite 1401  
City: Orlando St: FL Zip: 32801

8. Deposit account number: 01-0484  
(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.

David L. Sigalow, Esquire

Signature

September 18, 2000  
Date

Total number of pages including cover sheet, attachments and document: 11

09/27/2000 6TON11 00000234 1998980

01 FC:481

40.00 OP

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF MERGER  
OF  
CORE HOLDINGS, INC.  
INTO  
MODINE AFTERMARKET HOLDINGS, INC.**

the original of which was filed in this office on the 31<sup>st</sup> day of December, 1998.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 31<sup>st</sup> day of December, 1998.



*Elaine F. Marshall*

Secretary of State

983659080

State of North Carolina  
Department of the Secretary of State

4-0390377  
FILED  
10:10am  
DEC 31 1998

ARTICLES OF MERGER  
BUSINESS CORPORATION

EFFECTIVE 01 Jan 99  
ELAINE F. MARSHALL  
SECRETARY OF STATE  
NORTH CAROLINA  
11:59:55 am

Pursuant to §55-11-05 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between two domestic business corporations.

1. The name of the surviving corporation is Modine Aftermarket Holdings, Inc.

a corporation organized under the laws of North Carolina; the name of the merged corporation is

Core Holdings, Inc., a corporation organized under the laws of

~~North Carolina~~ Delaware

2. Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.

3. With respect to the surviving corporation (check either a or b, as applicable):

a.  Shareholder approval was not required for the merger.

b.  Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.

4. With respect to the merged corporation (check either a or b, as applicable):

a.  Shareholder approval was not required for the merger.


b.  Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.

5. These articles will be effective upon filing, unless a delayed date and/or time is specified: January 1, 1999

This is the 23rd day of December, 1998

MODINE AFTERMARKET HOLDINGS, INC.

*Name of Corporation*



*Signature*

M. G. BAKER, PRESIDENT

*Type or Print Name and Title*

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
2. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

(Revised May 1998)  
CORPORATIONS DIVISION

300N. SALISBURY STREET

(Form B-04)  
RALEIGH, NC 27603-5909

AGREEMENT  
AND  
PLAN OF MERGER  
OF  
CORE HOLDINGS, INC.  
INTO  
MODINE AFTERMARKET HOLDINGS, INC.

I. Merging Corporation.

- A. The name of the merging (non-surviving) corporation is Core Holdings, Inc., a Delaware corporation ("Core Holdings").

II. Surviving Corporation.

- A. The name of the surviving corporation is Modine Aftermarket Holdings, Inc., a North Carolina corporation ("Modine Aftermarket"), having its principal place of business at 1500 DeKoven Ave., Racine, WI 53406.

III. Terms and Conditions.

- A. The acts and things required to be done by the Delaware Business Corporation Law and the North Carolina Business Corporation Act in order to make this Agreement and Plan of Merger effective, shall be attended to and done by the proper officers within such time and in such manner that the merger provided for herein will become effective as of January 1, 1999.
- B. Upon the merger becoming effective, the separate existence of Core Holdings shall cease, except in so far as continued by statute, and all rights, privileges, powers and franchises of said corporation shall vest in Modine Aftermarket, which shall survive and thereafter, as before, be named and known as Modine Aftermarket Holdings, Inc. and be governed by the laws of the State of North Carolina and its Articles of Incorporation, as are presently in existence; all rights, privileges, powers and franchises of Modine Aftermarket, shall remain intact.
- C. Upon the merger becoming effective, all the property of Core Holdings, and all debts due on whatever account to it, shall be taken and be deemed to be transferred to and vested in Modine Aftermarket, by operation of law by virtue of and as provided in the North Carolina Business Corporation Act, without further act or deed.
- D. Upon the merger becoming effective, Modine Aftermarket, shall become responsible for all the liabilities and obligations of Core Holdings, in the same manner as if Modine Aftermarket had itself incurred such liabilities and obligations; but the liabilities of Core Holdings, or

of its directors or officers shall not be affected. Nor shall the rights of the creditors thereof, or of any person dealing with such corporation, be impaired by the merger, and any claim existing or action or proceeding pending by or against Core Holdings, may be prosecuted to judgment as if such merger had not taken place, or Modine Aftermarket may be proceeded against or substituted in its place, all as provided in the applicable provisions of the Delaware Business Corporation Law.

E. The objects and purposes of Modine Aftermarket, the duration of its existence, the location and Post Office address of its registered agent, the total authorized number of its par value shares, and the par value of each share, are as stated in its amendments and Articles of Incorporation as presently existing.

IV. Manner and Basis of Converting the Shares of the Non-Surviving Corporation.

A. Core Holdings, presently has issued and outstanding eighteen thousand four hundred (18,400) shares of Common Stock.

B. The shares of Core Holdings, (the non-surviving corporation) shall be surrendered to Modine Aftermarket, for cancellation in consideration of the transfer of the assets of Core Holdings to Modine Aftermarket, and its assumption of the liabilities and obligations of Core Holdings.

V. No Amendments to Surviving Corporation's Articles of Incorporation.

A. The merger shall effect no change in Modine Aftermarket's Articles of Incorporation (as amended) or By-laws as are presently existing.

VI. Other Provisions.

A. For accounting purposes, this merger shall be effective as of January 1, 1999.

B. Notwithstanding anything herein to the contrary, the Board of Directors of either of the constituent corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of North Carolina, the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective constituent corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph B, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any

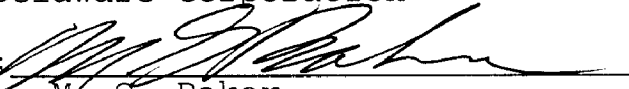
liability on the part of either of the constituent corporation or its Directors, officers or shareholders in respect of this Agreement and Plan.

C. This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the constituent corporations.

DATED: December 7, 1998.

CORE HOLDINGS, INC.  
a Delaware Corporation

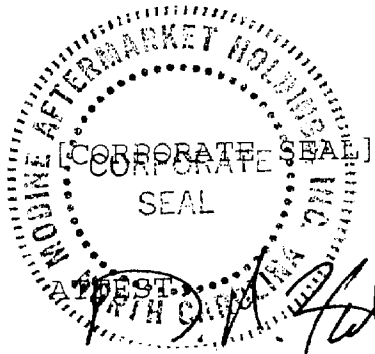
By:   
M. G. Baker  
President


[CORPORATE SEAL]

ATTEST:   
D. R. Zakos, Secretary

Modine Aftermarket Holdings, Inc.,  
a North Carolina Corporation

By:   
M. G. Baker, President



  
Dean R. Zakos, Secretary

Office of the Secretary of State

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:

"CORE HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "MODINE AFTERMARKET HOLDINGS, INC." UNDER THE NAME OF "MODINE AFTERMARKET HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NORTH CAROLINA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2987065 8100M

981510078

*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 9497949

DATE: 12-31-98

CERTIFICATE OF MERGER  
of  
CORE HOLDINGS, INC.  
into  
MODINE AFTERMARKET HOLDINGS, INC.

The undersigned corporation, Modine Aftermarket Holdings, Inc., does hereby certify:

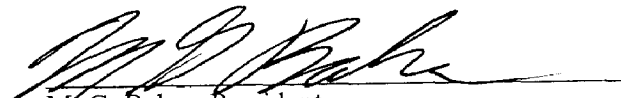
1. That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Corporation</u>
Core Holdings, Inc.	Delaware
Modine Aftermarket Holdings, Inc.	North Carolina

2. That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.
3. That the name of the surviving corporation of the merger is Modine Aftermarket Holdings, Inc., a North Carolina corporation.
4. That the Certificate of Incorporation of Modine Aftermarket Holdings, Inc., a North Carolina corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.
5. That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 1500 DeKoven Ave., Racine, WI 53403.
6. That a copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.
7. That Modine Aftermarket Holdings, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceedings to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Modine Manufacturing Company, 1500 DeKoven Ave., Racine, WI 53406 until the surviving corporation shall have hereafter designated in writing to said Secretary of State a different address for such purpose.
8. That this Certificate of Merger shall be effective on January 1, 1999.

Dated: Dec. 23, 1998

MODINE AFTERMARKET HOLDINGS, INC.

  
M. G. Baker, President



AGREEMENT  
AND  
PLAN OF MERGER  
OF  
CORE HOLDINGS, INC.  
INTO  
MODINE AFTERMARKET HOLDINGS, INC.

I. Merging Corporation.

- A. The name of the merging (non-surviving) corporation is Core Holdings, Inc., a Delaware corporation ("Core Holdings").

II. Surviving Corporation.

- A. The name of the surviving corporation is Modine Aftermarket Holdings, Inc., a North Carolina corporation ("Modine Aftermarket"), having its principal place of business at 1500 DeKoven Ave., Racine, WI 53406.

III. Terms and Conditions.

- A. The acts and things required to be done by the Delaware Business Corporation Law and the North Carolina Business Corporation Act in order to make this Agreement and Plan of Merger effective, shall be attended to and done by the proper officers within such time and in such manner that the merger provided for herein will become effective as of January 1, 1999.
- B. Upon the merger becoming effective, the separate existence of Core Holdings shall cease, except in so far as continued by statute, and all rights, privileges, powers and franchises of said corporation shall vest in Modine Aftermarket, which shall survive and thereafter, as before, be named and known as Modine Aftermarket Holdings, Inc. and be governed by the laws of the State of North Carolina and its Articles of Incorporation, as are presently in existence; all rights, privileges, powers and franchises of Modine Aftermarket, shall remain intact.
- C. Upon the merger becoming effective, all the property of Core Holdings, and all debts due on whatever account to it, shall be taken and be deemed to be transferred to and vested in Modine Aftermarket, by operation of law by virtue of and as provided in the North Carolina Business Corporation Act, without further act or deed.
- D. Upon the merger becoming effective, Modine Aftermarket, shall become responsible for all the liabilities and obligations of Core Holdings, in the same manner as if Modine Aftermarket had itself incurred such liabilities and obligations; but the liabilities of Core Holdings, or

of its directors or officers shall not be affected. Nor shall the rights of the creditors thereof, or of any person dealing with such corporation, be impaired by the merger, and any claim existing or action or proceeding pending by or against Core Holdings, may be prosecuted to judgment as if such merger had not taken place, or Modine Aftermarket may be proceeded against or substituted in its place, all as provided in the applicable provisions of the Delaware Business Corporation Law.

E. The objects and purposes of Modine Aftermarket, the duration of its existence, the location and Post Office address of its registered agent, the total authorized number of its par value shares, and the par value of each share, are as stated in its amendments and Articles of Incorporation as presently existing.

IV. Manner and Basis of Converting the Shares of the Non-Surviving Corporation.

A. Core Holdings, presently has issued and outstanding eighteen thousand four hundred (18,400) shares of Common Stock.

B. The shares of Core Holdings, (the non-surviving corporation) shall be surrendered to Modine Aftermarket, for cancellation in consideration of the transfer of the assets of Core Holdings to Modine Aftermarket, and its assumption of the liabilities and obligations of Core Holdings.

V. No Amendments to Surviving Corporation's Articles of Incorporation.

A. The merger shall effect no change in Modine Aftermarket's Articles of Incorporation (as amended) or By-laws as are presently existing.

VI. Other Provisions.

A. For accounting purposes, this merger shall be effective as of January 1, 1999.

B. Notwithstanding anything herein to the contrary, the Board of Directors of either of the constituent corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of North Carolina, the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective constituent corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph B, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any

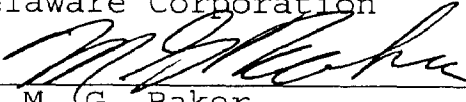
liability on the part of either of the constituent corporation or its Directors, officers or shareholders in respect of this Agreement and Plan.

C. This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

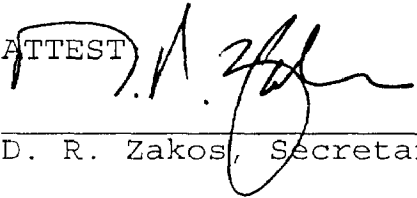
IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the constituent corporations.

DATED: December 7, 1998.

CORE HOLDINGS, INC.  
a Delaware Corporation

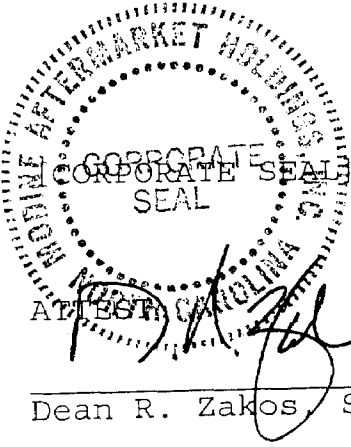
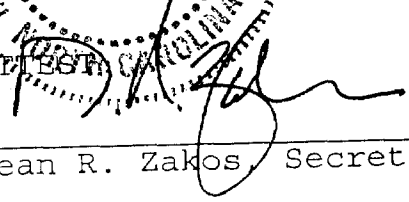
By:   
M. G. Baker  
President

[CORPORATE SEAL]

ATTEST   
D. R. Zakos, Secretary

Modine Aftermarket Holdings, Inc.,  
a North Carolina Corporation

By:   
M. G. Baker, President

  
ATTEST   
Dean R. Zakos, Secretary

CERTIFIED RESOLUTIONS  
Of  
SHAREHOLDER

I, D. R. Zakos, Secretary of Core Holdings, Inc. (a Delaware corporation) (herein called the "Company"), do hereby certify that the following resolutions were duly adopted at a meeting of the Shareholder of the Company, duly called and held on December 7th, 1998, at which a quorum was present and voting throughout, and that said resolutions have not been rescinded, amended or modified:

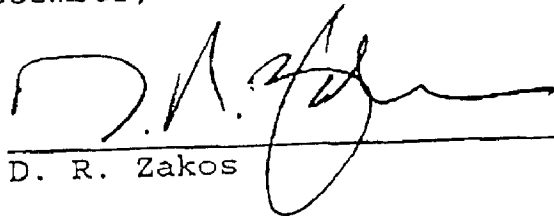
WHEREAS, Modine Aftermarket Holdings, Inc. (a North Carolina corporation) and Core Holdings, Inc. (a Delaware corporation) are organized for the purposes of carrying on businesses of the same or a similar nature, and

WHEREAS, the respective shareholders of said corporations deem it advisable to the end that greater efficiency and economy of management may be accomplished and otherwise and generally to the advantage and welfare of said corporations, to consolidate the said corporations under and pursuant to the provisions of the North Carolina Business Corporation Law and the Delaware Business Corporation Act,

NOW, THEREFORE, BE IT RESOLVED that said corporations be merged in accordance with the applicable provisions of the North Carolina Business Corporation Law and the Delaware Business Corporation Act and upon the terms and conditions set forth in the Agreement and Plan of Merger attached hereto.

BE IT FURTHER RESOLVED, that the President and Secretary of the Company be and they hereby are authorized and directed to execute and acknowledge said Agreement and Plan of Merger upon the adoption of the same by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Company this 7th day of December, 1998.

  
\_\_\_\_\_  
D. R. Zakos