

10-10-00

10-23-2000



Docket No.:

31540VS01 et AL

Tab settings

To the Honorable Commissioner of Patents

101494242

attached original documents or copy thereof.

1. Name of conveying party(ies):

Prestolite Power Corporation

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: **January 15, 1998**

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

Name: **Prestolite Electric Incorporated**

Internal Address:

Street Address: **2100 Commonwealth Blvd., Suite 300**

City: **Ann Arbor** State: **MI** ZIP: **48105**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Delaware**
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

1. 75/300,140

B. Trademark Registration No.(s)

- 1. 1,673,329 4. 1,791,313 7. 2,276,446
- 2. 1,228,318 5. 1,749,306 8. 1,870,437
- 3. 2,276,445 6. 1,864,567

Additional numbers Yes No

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

Name: **John J. Held**

Internal Address: **McAndrews, Held & Malloy, Ltd.**

Street Address: **500 West Madison Street**

34th Floor

City: **Chicago** State: **IL** ZIP: **60661**

6. Total number of applications and registrations involved:.....

9

7. Total fee (37 CFR 3.41):.....\$ **\$240.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-0017

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.

John J. Held

Name of Person Signing

Signature

10/4/00

Date

Total number of pages including cover sheet, attachments, and

4

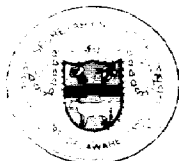
TRADEMARK

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"PRESTOLITE POWER CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "PRESTOLITE ELECTRIC INCORPORATED" UNDER THE NAME OF "PRESTOLITE ELECTRIC INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JANUARY, A.D. 1998, AT 12 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0696737

DATE: 09-26-00

2266346 8100M

001478074

TRADEMARK
REEL: 002158 FRAME: 0836

**CERTIFICATE OF OWNERSHIP
AND MERGER
MERGING
PRESTOLITE POWER CORPORATION
INTO
PRESTOLITE ELECTRIC INCORPORATED**

Prestolite Electric Incorporated, a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on the twentieth day of June, 1991, pursuant to the Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of the stock of Prestolite Power Corporation, a corporation incorporated on the sixteenth day of January, 1996, pursuant to the Corporation Law of the State of Delaware ("PPC").

THIRD: That the Company, by the following resolution of its Board of Directors, duly adopted by unanimous written consent of its members, filed with the minutes of the Board as of the 14th day of January, 1998, determined to merge PPC into the Company.

RESOLVED, that the merger of Prestolite Electric Incorporated, a Delaware corporation (the "Company"), with its wholly-owned subsidiary, Prestolite Power Corporation, a Delaware corporation ("PPC"), pursuant to Section 253 of the Corporation Law of the State of Delaware (the "DCL"), whereby the Company shall be the surviving corporation and assume all obligations of PPC, is hereby approved.

FURTHER RESOLVED, that in connection with the merger of the Company and PPC, the officers of the Company, acting alone or together, are hereby directed to file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, pursuant to Sections 253 and 103 of the DCL, and all such other documents as may be necessary to complete such merger.


FURTHER RESOLVED, that the actions undertaken by the officers and directors of the Company in connection with the merger of the Company and PPC are in conformity with the Bylaws of the Company and are hereby approved and adopted.

FOURTH: [Intentionally deleted.]

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Company at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Prestolite Electric Incorporated has caused this Certificate to be signed by Dennis P. Chelminski, its Controller and Treasurer, this 14th day of January, 1998.

PRESTOLITE ELECTRIC INCORPORATED

By: 
Dennis P. Chelminski, Controller
and Treasurer