

11-03-2000

FORM PTO-1596 (MODIFIED)
(REV. 6-93)
OMB NO. 0651-0011
P09/REV01



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101504847

To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

1. Name of the conveying party(ies):

B&S Holding Corporation

 Individual(s) Citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: Delaware
 Other:
Additional name(s) of conveying party(ies) attached? Yes No

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

Name: Holland Neway International, Inc.

Internal Address:

Street Address: 1950 Industrial Boulevard

City: Muskegon State: MI Zip: 49443

10-19-00

3. Nature of conveyance:

 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: October 27, 1999

Individual(s) Citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: Michigan
 Other:
Additional name(s) & address(ies) attached? Yes No

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

A. Trademark Application No.(s)

75/480,232

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Joel E. Bair

Internal Address: RADER, FISHMAN & GRAUER PLLC


Street Address: 171 Monroe Avenue, NW, Suite 600

City: Grand Rapids, Michigan 49503

6. Total number of applications and registrations involved:
One (1)
7. Total fee (37 CFR 3.41):\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: 18-0013
(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.

Joel E. Bair, Reg. No. 33,356  Signature October 4, 2000 Date

Total number of pages including cover sheet, attachments and document: Atty. Docket No. 70774-732

11/03/2000 DBYRNE 00000020 180013 75480232

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TRADEMARK
REEL: 002166 FRAME: 0720

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC AND FOREIGN CORPORATIONS

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporations executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Holland Neway International, Inc., a Michigan corporation, and the name of the corporation being merged into this surviving corporation is B&S Holding Corporation, a Delaware corporation.

SECOND: The Agreement of Merger between such corporations has been approved, adopted, certified, executed and acknowledged as required by each of the constituent corporations.

THIRD: The name of the surviving corporation is Holland Neway International, Inc., a Michigan corporation.

FOURTH: The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

FIFTH: The merger is to become effective on October 28, 1999, or as soon thereafter as the Certificate of Merger is filed by the State of Delaware.

SIXTH: The Agreement of Merger is on file at 469 Ottawa Avenue, Holland, MI 49422, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request without cost, to any stockholder of the constituent corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the constituent corporations, as well as for enforcement of any obligation of the constituent corporations arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or any such proceeding and hereby designates the following address as that to which a copy of such process shall be mailed by the Secretary of State of Delaware: Holland Neway International, Inc., 469 Ottawa Avenue, Holland, MI 49422.

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate to be signed by an authorized officer, the 27th day of October, A.D., 1999.

HOLLAND NEWAY INTERNATIONAL, INC.

By: Richard W. Muzzy
Authorized Officer

Name: Richard W. Muzzy
Title: Chairman

STATE OF DELAWARE
CERTIFICATE OF CORRECTION

FILED TO CORRECT
A CERTAIN ERROR IN THE CERTIFICATE OF
MERGER OF DOMESTIC AND FOREIGN CORPORATIONS
FILED IN THE OFFICE OF THE SECRETARY OF STATE
OF DELAWARE ON OCTOBER 28, 1999

Pursuant to Title 8, Section 103 of the Delaware General Corporation Law, B&S Holding Corporation, a corporation organized under and by virtue of the General Corporation Law of the State of Delaware,

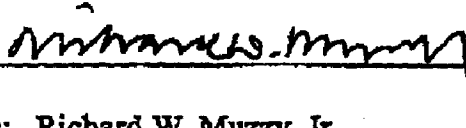
DOES HEREBY CERTIFY:

1. The name of the corporation is B&S Holding Corporation.
2. That a Certificate of Merger of Domestic and Foreign Corporations was filed by the Secretary of State of Delaware on October 28, 1999, and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate to be corrected is as follows:

The address where the Agreement of Merger is on file is not accurate.
4. Article "Sixth" of the Certificate is corrected to read in its entirety as follows:
and Article "Eighth":

The Agreement of Merger is on file at 467 Ottawa Avenue, Holland, MI 49422, the place of business of the surviving corporation.

IN WITNESS WHEREOF, said Holland Newway International, Inc. has caused this Certificate to be signed by Richard W. Muzzy, Jr., an authorized officer, this 14th day of December, 1999.

By: 

Name: Richard W. Muzzy, Jr.

Title: Chairman

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 01/05/2000
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