

12-06-2000

ET

Docket No.:



Y

1004

Tab settings

101541239

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

1. Name of conveying party(ies):

Tri-Clover, Inc.

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

11. 16.00

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

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

Name: Alfa Laval Inc.

Internal Address: _____

Street Address: 9201 Wilmot Road

City: Kenosha State: WI ZIP: 53141

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Jersey
- 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

3. Nature of conveyance:

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

Execution Date: 5 May 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,038,438	1,540,111	2,088,909	2,375,830
618,866	524,952	932,174	824,403
525,920	824,402	856,349	858,508
			514,145

Additional numbers Yes No

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

Name: Allan O. Maki

Internal Address: Ryan Kromholz & Manion, S.C.

Street Address: P O Box 26618

City: Milwaukee State: WI ZIP: 53226

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

13

7. Total fee (37 CFR 3.41):.....\$ \$340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-2360

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.

Allan O. Maki, Reg. No. 20,623

Name of Person Signing

Allan O. Maki 1-15-2000

Signature

Date

Total number of pages including cover sheet, attachments, and

5

New Jersey Department of State
Division of Commercial Recording
Certificate of Merger/Consolidation
(Profit Corporations)

MRB

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and ensure that all filing requirements are met. This form is intended to simplify filing with the Secretary of State. Applicants are advised to seek out private legal advice before submitting filings to the Secretary's office.

FILED
MAY - 5 2000
State Treasurer
Roland Machold

- 1. Type of Filing (check one): Merger Consolidation
- 2. Name Of Surviving Business Entity: Alfa Laval Inc.
- 3. Name(s)/Jurisdiction(s) Of Each Participating Business Entity:

Name	Jurisdiction	Identification # Assigned By Secretary of State (If Applicable)
Alfa Laval Inc.	New Jersey	3444301000
Alfa Laval Distribution Inc.	Delaware NR	
Alfa Laval Flow Inc.	Delaware NR	0100425210
Alfa Laval Separation Inc.	Delaware	
Alfa Laval Thermal Inc.	Virginia NR	0100319098
Tri-Clover, Inc.	Delaware	

- 4. Voting: (all corporations involved; attach additional sheets if necessary)
- a Corp. Name Alfa Laval Inc. Outstanding Shares 44,000
If applicable, set forth the number and designation of any class or series of shares entitled to vote.
- b Corp. Name Alfa Laval Distribution Inc. Outstanding Shares 1,000
If applicable, set forth the number and designation of any class or series of shares entitled to vote.
- c Corp. Name Alfa Laval Flow Inc. Outstanding Shares 1,000
If applicable, set forth the number and designation of any class or series of shares entitled to vote.
- d Corp. Name Alfa Laval Separation Inc. Outstanding Shares 1,000
If applicable, set forth the number and designation of any class or series of shares entitled to vote.
- e Corp. Name Alfa Laval Thermal Inc. Outstanding Shares 1,000
If applicable, set forth the number and designation of any class or series of shares entitled to vote.
- f Corp. Name Tri-Clover, Inc. Outstanding Shares 10
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

	<u>Votes For</u>	<u>Votes Against</u>
Corp. a	44,000	0
Corp. b	1,000	0
Corp. c	1,000	0
Corp. d	1,000	0
Corp. e	1,000	0
Corp. f	10	0

785628
1478103
1478104

3444301000

- 5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the Secretary of State):
- 6. Effective Date: (if other than filing date; not to exceed 90 days from filing date) Close of Business May 31, 2000.

On behalf of Alfa Laval Distribution Inc., Alfa Laval Flow Inc.,
Alfa Laval Separation Inc., Alfa Laval Thermal Inc. and TriClover, Inc.

Signature: _____

Kirk E. Spitzer

Name

Vice President

Title

5/5/2000
Date

****Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, insure that you obtain and attach to your filing submission a Tax Clearance Certificate for each participating corporation.**

(NJ - 76 - 4/7/98)

PLAN OF MERGER

FIRST: Effective at the close of business on May 31, 2000, ALFA LAVAL INC., a corporation organized under the laws of the State of New Jersey, shall merge with and into itself and assume the liabilities and obligations of ALFA LAVAL DISTRIBUTION INC., ALFA LAVAL FLOW INC., ALFA LAVAL SEPARATION INC. and TRI-CLOVER, INC., each a corporation organized under the laws of the State of Delaware, and ALFA LAVAL THERMAL INC., a corporation organized under the laws of the Commonwealth of Virginia. The name of the surviving corporation is ALFA LAVAL INC.

SECOND: The presently issued and outstanding shares of stock of Alfa Laval Distribution Inc., Alfa Laval Flow Inc., Alfa Laval Separation Inc., Alfa Laval Thermal Inc., and Tri-Clover, Inc., the merging corporations, all of which are owned by Alfa Laval Inc., the surviving corporation, shall be surrendered and canceled. No shares of stock of the surviving corporation shall be issued in exchange therefor.

THIRD: The Certificate of Incorporation of ALFA LAVAL INC. shall be the Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

FOURTH: The by-laws of ALFA LAVAL INC. shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of ALFA LAVAL INC. shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are elected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the Secretary of State):

6. Effective Date: (if other than filing date; not to exceed 90 days from filing date) Close of Business May 31, 2000.

Stephen D. Pratt

Signature:

Stephen D. Pratt
Name

Vice President - ALFA LAVAL INC.
Title

May 5, 2000
Date

*****Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, insure that you obtain and attach to your filing submission a Tax Clearance Certificate for each participating corporation.***

(NJ - 76 - 4/7/98)



212 315 7985 P.03/04

CT CORPORATION

MAY-04-2000 22:27