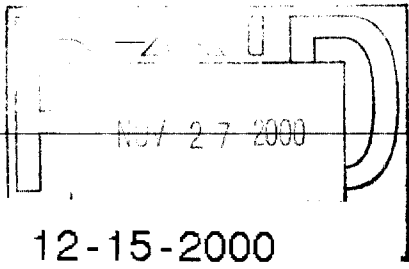


Form PTO-1618A
Expires 06/30/99
OMB 0651-0027

MRO
11.27.00



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

12-15-2000

REC



101553211

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assign.
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party(ies)

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address(line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

12/14/2000 GTDM11

00000259 388778

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
650.00 OP

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231

TRADEMARK
REEL: 002195 FRAME: 0704

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | |
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| <input type="text" value="685101"/> | <input type="text" value="758399"/> | <input type="text" value="789356"/> |

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Gabrielle S. Roth
Name of Person Signing

Gabrielle S. Roth
Signature

11/27/00
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Mark if additional names of conveying parties attached

Enter additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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| 799476 | 821122 | 870292 |
| 961991 | 1006234 | 1157842 |
| 1164366 | 1164367 | 1164411 |
| 1211329 | 1316575 | 1389695 |
| 1478316 | 1532729 | 1555488 |
| 1632927 | 1736074 | 2022172 |
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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

021

Examiner

Name Approved

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

We, James R. Breisinger *President

and David T. Cofer *Assistant Clerk,

of Rule Cutting Tools, Inc.

(Exact name of corporation)

located at Cape Ann Industrial Park, Gloucester, MA 01930

(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

Article 1

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on July 10, 19 98, by vote of:

-1000- shares of Common stock, no par value of -1000- shares outstanding.
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding, and
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding.
(type, class & series, if any)

~~being at least a majority of each type, class or series outstanding and entitled to vote thereon: / or~~

See continuation sheet attached hereto and made a part hereof.

*Delete the inapplicable words

**Delete the inapplicable clause

1 For amendments adopted pursuant to Chapter 156B, Section 70.

2 For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

5

8/7/89

NL

~~To change the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:~~

The total *presently* authorized is:

| WITHOUT PAR VALUE STOCKS | | WITH PAR VALUE STOCKS | | |
|--------------------------|------------------|-----------------------|------------------|-----------|
| TYPE | NUMBER OF SHARES | TYPE | NUMBER OF SHARES | PAR VALUE |
| Common: | | Common: | | |
| | | | | |
| Preferred: | | Preferred: | | |
| | | | | |

Change the total authorized to:

| WITHOUT PAR VALUE STOCKS | | WITH PAR VALUE STOCKS | | |
|--------------------------|------------------|-----------------------|------------------|-----------|
| TYPE | NUMBER OF SHARES | TYPE | NUMBER OF SHARES | PAR VALUE |
| Common: | | Common: | | |
| | | | | |
| Preferred: | | Preferred: | | |
| | | | | |

CONTINUATION SHEET

VOTED: That the name of the corporation be, and it hereby is, changed to "South Deerfield Industries, Inc."

VOTED: That the portion of the Articles of Organization of the Corporation concerning the name by which the Corporation shall be known be amended to read as follows:

"ARTICLE I

The name of the corporation is:

SOUTH DEERFIELD INDUSTRIAL, INC."

and that such amendment be, and it hereby is, authorized and approved.

62232.1

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 10 day of July, 19 98.

James A. Brining _____ *President

David T. Clark _____ *Assistant Clerk

*Delete the inapplicable words.

10147

623602

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 14th day of July 19 98.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
11/18/99
DATE _____ CLERK _____

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Owen B. Lynch, Esquire
Lynch, Brewer, Hoffman & Sands, LLP
101 Federal Street, 22nd Floor
Boston, MA 02110-1800