

12-22-2000

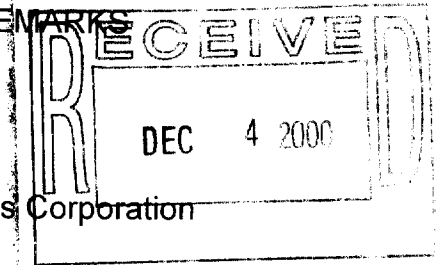
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TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
Washington, D.C. 20231



Please record the attached original documents or copies thereof.

1. Name of conveying party: Gleason-Pfauter-Hurth Cutting Tools Corporation

2. Name and address of receiving party: Gleason Cutting Tools Corporation
1000 University Avenue
P.O. Box 22970
Rochester, NY 14692-2970 12-4-00

3. Nature of conveyance:

____ Assignment
____ Security Agreement
____ Other: _____
____ Merger
____ X Change of Name

Execution Date: April 28, 2000

4. Registration numbers or registration dates:

If this document is being filed together with a new application, the execution date of the application is: _____

A. Registration No.	B. Registration Date
803403	2/8/66
1010334	5/13/75
1309659	12/18/84
1555329	9/5/89
1656594	9/10/91

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

Paul D. Greeley, Esq.
Ohlandt, Greeley, Ruggiero & Perle, L.L.P.
One Landmark Square, 10th Floor
Stamford, Connecticut 06901-2682 U.S.A.

12/22/2000 NTHM11 00000005 803403

01 FC:4816. Total No. of applications and trademarks involved: 3
02 FC:482

7. Total Fee (37 C.F.R. 3.41(h)).....\$40.00/assignment.

X Enclosed
____ Authorized to be charged to deposit account.

The Commissioner is hereby authorized to charge any additional fees under 37 C.F.R. 3.41(h) that may be required with this communication or credit any overpayment, to Deposit Account No. 01-0467. A duplicate copy of this Form is enclosed.

To the best of my knowledge and belief, the foregoing information is true and correct and an attached copy is a true copy of the original document.

Terrence J. McAllister

Name of Person Signing

Signature

12/1/00
Date

Total number of pages including cover sheet, attachments and document: 5

Rep'n. Ref: 12/22/2000 NTHM11 0015021100
Name/Number: 803403
FC: 704 \$60.00 CR

TRADEMARK

REEL: 002198 FRAME: 0745

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 AMENDMENT OF "GLEASON-PFAUTER-HURTH CUTTING TOOLS CORPORATION", CHANGING ITS NAME FROM "GLEASON-PFAUTER-HURTH CUTTING TOOLS CORPORATION" TO "GLEASON CUTTING TOOLS CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 2000, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2760743 8100

001232003

AUTHENTICATION:

0423793

DATE:

05-08-00

TRADEMARK
REEL: 002198 FRAME: 0746

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GLEASON-PFAUTER-HURTH CUTTING TOOLS CORPORATION.

Under Section 242 of the Delaware General Business Law

GLEASON-PFAUTER-HURTH CUTTING TOOLS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), DOES HEREBY CERTIFY THAT:

1. The name of the Corporation is GLEASON-PFAUTER-HURTH CUTTING TOOLS CORPORATION. The name under which it was incorporated is GW Acquisition Corp.
2. The Certificate of Incorporation of the Corporation was filed on June 11, 1997.
3. The Board of Directors of the Corporation unanimously consented to and adopted a proposed Amendment (the "Amendment") to the Amended and Restated Certificate of Incorporation, declaring said Amendment to be advisable and called for consideration thereof by the stockholders of the Corporation entitled to vote in respect thereof. The resolution setting forth the proposed Amendment is as follows:

RESOLVED: That the name of the Corporation be changed to Gleason Cutting Tools Corporation and that the officers of the Corporation are hereby authorized and directed to submit for the approval of the stockholders of the Corporation a proposal to amend the Amended and Restated Certificate of Incorporation of the Corporation to effect the change of name, and upon such approval and completion of all formalities, to execute and file such Certificate of Amendment and such other documents or instruments as may be necessary or desirable to effect or reflect the name change in the State of Delaware and in any other jurisdiction where the Corporation is registered or qualified to do business and to effect such change, to change Paragraph FIRST so that, as amended, said Paragraph shall read as follows:

"FIRST: The name of the Corporation is Gleason Cutting Tools Corporation."

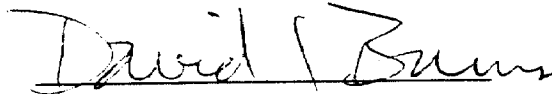
4. Thereafter, the stockholders of the Corporation entitled to vote in respect thereof consented to the adoption of the Amendment to the Amended and Restated Certificate of Incorporation herein certified by written consent in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

5. The Amended and Restated Certificate of Incorporation is hereby amended to change the name of the Corporation. Paragraph FIRST of the Amended and Restated Certificate of Incorporation, which sets forth the name of the Corporation, is amended to read, in its entirety, as follows:

"FIRST: The name of the Corporation is Gleason Cutting Tools Corporation."

6. Said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President this 28th day of April, 2000.

A handwritten signature in black ink, appearing to read "David J. Burns", written over a horizontal line.

David J. Burns, President

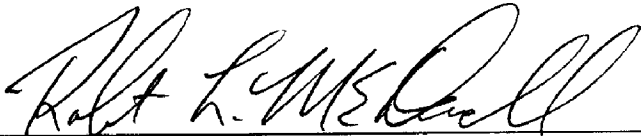
ACKNOWLEDGMENT OF TRUE COPY

STATE OF NEW YORK)
)
COUNTY OF MONROE) ss:

This is to verify that the attached State of Delaware certified copy of the
CERTIFICATE OF AMENDMENT changing the name of Gleason Pfauter Hurth Cutting
Tools Corporation to Gleason Cutting Tools Corporation is a true and exact copy of the
original State of Delaware certified copy of the CERTIFICATE OF AMENDMENT which
is in the possession of Gleason Cutting Tools Corporation.

26 October 2000

Date of Signature



Notary Public

ROBERT L. McDOWELL
Notary Public, State of New York
Monroe County
Commission Expires November 17, 2001