

01-29-2001

FORM PTO-1595
1-31-92

RECORDATION FORM



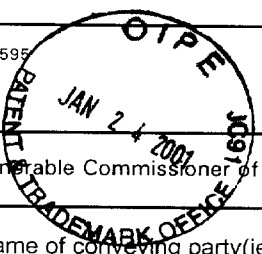
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TRADEMARK

101595852

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copies thereof.



1.24.01

1. Name of conveying party(ies): Albany Ladder Company, Inc.
1586 Central Avenue
Albany, New York 12205

Individual(s) _____ General Partnership
XX Corporation-State (New York) _____ Association
_____ Limited Partnership _____ Other

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies): Falconite, Inc.
1603 Orrington Avenue
Suite 1600
Evanston, Illinois 60201

Individual(s) citizenship _____
General Partnership _____
XX Corporation-State (Illinois)
_____ Limited Partnership _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment) Additional names and addresses attached? Yes No

3. Nature of conveyance:

_____ Assignment XX Merger
_____ Security Agreement _____ Change of Name
_____ Other: _____

Execution Date(s): December 23, 1999

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

A. Trademark Application No.: N/A

B. Trademark Registration No.(s): 1,635,280; 1,635,507; 1,635,721; and 1,671,133

C. Additional numbers attached? Yes No

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

STAAS & HALSEY LLP Our Docket: 813.4001/DMP
Attention: David M. Pitcher
700 Eleventh Street, N.W.
Suite 500
Washington, D.C. 20001

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)..... \$ 160.00 (\$40.00 per trademark)

XX Check Attached for Payment of the above fee.
_____ Authorized to be charged to deposit account.

8. Deposit Account No.: 19-3935 (Any underpayment is authorized to be charged to this Deposit Account)
(Attach duplicate copy of this page if paying by deposit account.)

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.

David M. Pitcher, Reg. No. 25,908
Name of Person Signing

David M. Pitcher Signature January 24, 2001 Date

Total number of pages comprising cover sheet: 11

TRADEMARK
REEL: 002220 FRAME: 0700

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF MERGER OF
FALCONITE, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 28TH day of DECEMBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH .



Jesse White

Secretary of State

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File #

5920-634-4

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

FILED

DEC 28 1999

JESSE WHITE
SECRETARY OF STATE



This space for use by
Secretary of State

Date

12/28/99

Filing Fee \$

100.00

Approved:

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

1. Names of the corporations proposing to ~~merge~~ ^{merge} ~~consolidate~~ ~~exchange~~ ~~share~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
Falconite, Inc.	Illinois	D592-063-46
Albany Ladder Company, Inc.	New York	

2. The laws of the state or country under which each corporation is incorporated permits such merger, ~~consolidation~~ or ~~exchange~~.

3. (a) Name of the ~~surviving~~ ^{surviving} ~~corporation~~ corporation: Falconite, Inc.

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~merger~~ ^{merger} ~~consolidation~~ is as follows:
~~exchange~~

See Exhibit A attached hereto.

EXPEDITED

DEC 28 1999

SECRETARY OF STATE

5. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Falconite, Inc.

Albany Ladder Company, Inc.

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, ~~consolidation~~ ^{merger} or ~~exchange~~ ^{consolidation} by the Secretary of State of the State of Illinois:

- The surviving, ~~new~~ ^{new} or ~~acquiring~~ ^{acquiring} corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, ~~new~~ ^{new} or ~~acquiring~~ ^{acquiring} corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, ~~consolidation~~ ^{consolidation} or ~~exchange~~ ^{exchange} the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 23, 1999
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Paul R. Ingersoll, Secretary
(Type or Print Name and Title)

Falconite, Inc.
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

Kevin P. Rodgers, Chief Executive Officer
(Type or Print Name and Title)

Dated December 23, 1999
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Paul R. Ingersoll, Secretary
(Type or Print Name and Title)

Albany Ladder Company, Inc.
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

Kevin P. Rodgers, Chief Executive Officer
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

PLAN OF MERGER
OF
FALCONITE EQUIPMENT, INC.
AND
ALBANY LADDER COMPANY, INC.

PLAN OF MERGER approved on December 23, 1999 by Albany Ladder Company, Inc., a corporation organized under the laws of the State of New York, and by resolution adopted by at least a majority vote of the members of its Board of Directors on said date, and approved on December 23, 1999 by Falconite, Inc., a corporation of the State of Illinois, and by resolution adopted by at least a majority vote of the members of its Board of Directors on said date.

1. Albany Ladder Company, Inc. and Falconite, Inc. shall, pursuant to the provisions of the laws of the jurisdiction of organization of Albany Ladder Company, Inc. and of the Business Corporation Act of 1983 of the State of Illinois, be merged with and into a single corporation, to wit, Falconite, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois. The separate existence of Albany Ladder Company, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon said effective date in accordance with the provisions of the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the State of Illinois shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois.

3. The by-laws of the surviving corporation as in force and effect upon the effective date of the merger in the State of Illinois be the by-laws of said surviving corporation and continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of Illinois shall continue to be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be canceled, due to common ownership on a pro rata basis. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation in compliance with the laws of the jurisdiction of its organization and by the shareholders of the surviving corporation in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Illinois, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger shall be January 1, 2000.

State of New York }
Department of State } *ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on DEC 31 1999



Special Deputy Secretary of State

DOS-1266 (5/96)

F991229000144

CERTIFICATE OF MERGER

OF

ALBANY LADDER COMPANY, INC.

INTO

FALCONITE, INC.

Under Section 907 of the Business Corporation Law

It is hereby certified on behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporation has duly adopted an Agreement and Plan of Merger (the "Merger Agreement") setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the constituent corporation which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "Surviving Constituent Corporation" is Falconite, Inc. The date upon which its certificate of incorporation was filed by the Illinois Secretary of State is December 31, 1996. The name of the surviving corporation shall be Falconite Inc. No Application for Authority has been filed with the New York Department of State and the surviving corporation will not do business in New York until such application has been filed with the New York Dept. of State.

THIRD: The name of the other constituent corporation, which is being merged into the Surviving Constituent Corporation, and which is hereinafter sometimes referred to as the "Merged Constituent Corporation" is Albany Ladder Company, Inc. The date upon which its certificate of incorporation was filed by the New York Department of State is December 31, 1947 and thereafter restated by the Restated Certificate of Incorporation filed with the New York Department of State on March 27, 1997.

FOURTH: As to each constituent corporation, the Merger Agreement sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the Merger Agreement, and the specification of each class and series entitled to vote as a class on the Merger Agreement, as follows:

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Falconite, Inc.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class as of the record date	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
50,000 shares of Common Stock	8,330,000 shares of Common Stock	Common Stock	None

Albany Ladder Company, Inc.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
1,200 shares of Class A Common Stock, \$100.00 per value per share	245,756 shares of Class A Common Stock	Class A Common Stock	None
2,000 shares of Class B Common Stock, \$100.00 per value per share	940,659 shares of Class B Common Stock		

FIFTH: The merger herein certified was authorized in respect of the Surviving Constituent Corporation by the approval and adoption of the Merger Agreement by written consent of the sole holder of all the issued and outstanding shares of Falconite, Inc. Common Stock on December 23, 1999. The merger is permitted by the laws of the Surviving Constituent Corporation's jurisdiction and is in compliance therewith.

SIXTH: The merger herein certified was authorized in respect of the Merged Constituent Corporation by the written consent of the holders of all of the issued and outstanding shares of Albany Ladder Company, Inc. Class A Common Stock entitled to vote on the Merger Agreement.

SEVENTH: The Surviving Constituent Corporation may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability of or obligation of the Merged Constituent Corporation, and for the enforcement of the right of shareholders of the Merged Constituent Corporation to receive payment for their shares against the Surviving Constituent Corporation.

EIGHTH: The Surviving Constituent Corporation hereby agrees that, subject to the provisions of Section 623 of the New York Business Corporation Law, the Surviving Constituent Corporation will promptly pay to the shareholders of the Merged Constituent Corporation the amount, if any, to which they shall be entitled under the provisions of Section 623 of the New York Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

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NINTH: The Secretary of State of the State of New York is hereby designated as agent for the Merged Constituent Corporation against whom process against it may be served in any action or special proceeding, and the post office address to which the Secretary of State shall mail a copy of any process against the Merged Constituent Corporation served upon is as follows:

c/o National Equipment Services, Inc.
1603 Orrington Ave., Suite 1600
Evanston, IL 60201

TENTH: All fees and taxes (including penalties and interest) administered by the department of taxation which are then due and payable by the constituent domestic corporation have been paid and the cessation franchise tax report (estimated or final) through the anticipated date of the merger has been filed by the domestic corporation. The surviving foreign corporation will within 30 days after the filing of the Certificate of Merger file the cessation franchise tax report and promptly pay to the Department of Taxation all fees and taxes (including penalties and interest if any) due to the Dept. by the domestic corporation.

ELEVENTH: The Effective date the merger shall be January 1, 2000.

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IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Executed on this 23rd day of December, 1999.

ALBANY LADDER COMPANY, INC.

By: [Signature]
Kevin P. Rodgers
Its: Chief Executive Officer

and

By: [Signature]
Paul R. Ingersoll
Its: Secretary

FALCONITE, INC.

By: [Signature]
Kevin P. Rodgers
Its: Chief Executive Officer

and

By: [Signature]
Paul R. Ingersoll
Its: Secretary

ALB-MERCERT.WPD

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CERTIFICATE OF MERGER

OF

ALBANY LADDER COMPANY, INC.

INTO

FALCONITE, INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

**DRAW DOWN
DELANEY - 30**

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

DEC 29 1999

FILED

TAXS

BY: MMR

Dec 28 3 02 PM '99

RECORDED

RECEIVED

Dec 28 12 00 PM '99

FILED BY:
PREMIER CORPORATE SERVICES
208 SOUTH LASALLE ST
CHICAGO IL 60604

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