

04-09-2001

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1994-97 LegalStar
TM05/REV03

F

CORRECTIVE



101637102

Docket No.:

7107

Tab settings

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

1. Name of conveying party(ies): *MRD 4.9.01*
Regal Ware, Inc.
 1675 Reigle Dr.
 Kewaskum, Wisconsin 53040-0395

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

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

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

Name: Regal Ware, Inc.
 Internal Address: _____
 Street Address: 1675 Reigle Dr.
 City: Kewaskum State: WI ZIP: 53040

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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 Merger
 Security Agreement Change of Name
 Other See attached brief.

Execution Date: 4/9/2001

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 439,388

Additional numbers Yes No

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

Name: Patricia Jones
 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:..... 1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-2360 *Change \$40.00*

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.

Patricia Jones, Reg. No. 46,318 *Patricia Jones* 4.09.01
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and 3

BRIEF

Reel 1180, Frame 0056 contained an error in Registration No. 0439368. This document is being re-recorded to correct the error on stated reel.

FORM PTO-1594 (Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Regal Ware, Inc.
1675 Reigle Dr., PO BOX 395
Kewaskum, Wisconsin 53040-0395

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Regal Ware, Inc.
Internal Address: _____
Street Address: 1675 Reigle Dr., PO Box 395
City: Kewaskum State: WI ZIP: 53040-0395

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 16 March 1994

4. Application number(s) or patent number(s)

CERTIFICATE OF EXPRESS MAILING

A. Trademark Application No.(s) See Exhibit B I hereby certify that this correspondence is being deposited with the United States Postal Service Express Mail Post Office to Addressee service, mailing label number 78228882430 in an envelope addressed to Commissioner of Patents and Trademarks, Washington, D.C. 20231 on 29 June 1994
B. Trademark Registration No.(s) See Exhibit A
Additional numbers attached? Yes No

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

Name: Wheeler Law Firm
Internal Address: Joseph A. Kromholz and/or Allan B. Wheeler.
Street Address: 10400 W. North Ave., Suite 450
City: Milwaukee State: WI ZIP: 53226

6. Total number of applications and registrations involved: 113

Total fee (37 CFR 3.41).....\$ 2840.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

23-1650

(Attach duplicate copy of this page if paying by deposit account)

KK15051 07/19/94 0688578
KK15052 07/19/94 0688578

DO NOT USE THIS SPACE
23-1650 150 481 40.00CH
23-1650 150 482 2,800.00CH

89180705

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.

Joseph A. Kromholz
Name of Person Signing

Joseph A. Kromholz
Signature

29 June 1994
Date

Total number of pages including cover sheet, attachments, and document: 33 25

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

REGAL WARE, INC.
BOARD OF DIRECTORS MEETING

March 16, 1994

A special Board of Directors meeting was held via tele conference on March 16, 1994, pursuant to written notice thereof dated March 9, 1994. The conference call was held in Jeffrey A. Reigle's office.

The following Board members were involved: Jeffrey A. Reigle, Allen C. Koepke, Robert S. Zarling, James D. Reigle, L. N. Peterson, John Dickens, Michael Fayhee, Thomas Altholz and Edna Oster. Steve Tsoris of McDermott, Will & Emery was also included.

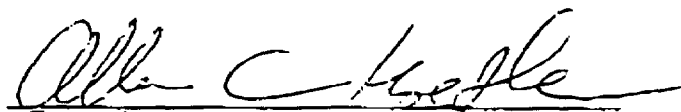
James D. Reigle, Chairman of the Board, called the meeting to order. He asked Kathi Cain to act as Secretary and record the minutes.

Allen C. Koepke briefly elaborated upon the restructuring material mailed to all Directors on March 9, 1994. The purpose is to consolidate the manufacturing corporations under the name Regal Ware, Inc., as a Delaware Corporation. To accomplish this, Kewaskum Manufacturing Co., Inc. and Regal Ware, Inc. will be merged into Jacksonville Manufacturing Co., Inc., already a Delaware Corporation. Immediately following the merger, the name of the Delaware Corporation will be changed to Regal Ware, Inc.

Allen C. Koepke proposed a motion that these Certificates of Certification and By-laws be adopted. Robert S. Zarling seconded the motion and it carried unanimously.

This topic will be placed on the agenda of the Annual Stockholders Meeting to be held on April 15, 1994.

There being no further business, Allen C. Koepke moved the meeting be adjourned and Thomas Altholz seconded the motion. The motion carried unanimously.


Secretary

I, Allen C. Koepke, Secretary of Regal Ware, Inc., hereby certify that the above and foregoing is a correct copy of a resolution duly adopted by the Board of Directors of said corporation on March 16, 1994, and that the resolution has not been changed or repealed.

Dated this 16th day of March, 1994.


Secretary as Aforesaid

TRADEMARK

REEL 180 FRAME 057

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "JACKSONVILLE MANUFACTURING COMPANY, INC.", CHANGING ITS NAME FROM "JACKSONVILLE MANUFACTURING COMPANY, INC." TO "REGAL WARE, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1994, AT 2:30 O'CLOCK P.M.

TRADEMARK

REEL 180 FRAME 58



William T. Quillen

William T. Quillen, Secretary of State

2194881 8100

AUTHENTICATION: 7105501

944075979

DATE: 04-29-94

TRADEMARK
REEL: 002227 FRAME: 0005

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
REGAL WARE, INC.
AND
KEWASKUM MANUFACTURING COMPANY, INC.
INTO
JACKSONVILLE MANUFACTURING COMPANY, INC.

Regal Ware, Inc., a corporation organized and existing under the laws of Wisconsin, the provisions of which permit the merger of one or more corporations of another state and a corporation organized and existing under the laws of said state,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 18th day of July, 1945, pursuant to the Business Corporation Law of the State of Wisconsin.

SECOND: That this corporation owns all of the outstanding shares of the stock of Jacksonville Manufacturing Company, Inc., a corporation incorporated on the 27th day of April, 1989, pursuant to the General Corporation Law of the State of Delaware and all of the outstanding shares of the stock of Kewaskum Manufacturing Company, Inc., a corporation incorporated on the 27th day of April, 1989, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the directors of Regal Ware, Inc., by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 16th day of March, 1994, determined to merge itself and Kewaskum Manufacturing Company, Inc. into said Jacksonville Manufacturing Company, Inc.:

RESOLVED, that Regal Ware, Inc. merge with and into Jacksonville Manufacturing Company, Inc. (the "Surviving Corporation") which shall assume all of the obligations of Regal Ware, Inc.

FURTHER RESOLVED, that Regal Ware, Inc. hereby authorizes Kewaskum Manufacturing Company, Inc. ("Kewaskum") to merge itself into the Surviving Corporation which shall assume all of the obligations of Kewaskum.

FURTHER RESOLVED, that the merger shall be effective upon filing with the Secretary of State of Delaware and the Secretary of State of the State of Wisconsin.

TRADEMARK

REEL 180 FRAME 059

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of Regal Ware, Inc. and Kewaskum shall become vested in and be held by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by these corporations, and the Surviving Corporation shall assume all of the obligations of these corporations.

(b) No pro rata issuance of the shares of stock of the Surviving Corporation and Kewaskum which are owned by Regal Ware, Inc. immediately prior to the effective time of the merger shall be made, and such shares shall be surrendered and extinguished.

(c) Each share of common stock of Kewaskum and the Surviving Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be cancelled and shall cease to exist.

(d) Each share of capital stock of each class of Regal Ware, Inc. which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of the same class of capital stock of the Surviving Corporation, and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of any class of stock of Regal Ware, Inc. shall automatically be and become holders of shares of the Surviving Corporation upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(e) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing any class of stock of Regal Ware, Inc. may surrender the same to the Surviving Corporation at its office in Kewaskum, Wisconsin and such holder shall be

TRADEMARK

REEL 180 FRAME 60

entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of the same class of stock of the Surviving Corporation. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of any class stock of Regal Ware, Inc. shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of the same class of stock of the Surviving Corporation.

(f) From and after the effective time of the merger, the Certificate of Incorporation of Jacksonville Manufacturing Company, Inc., the Surviving Corporation, shall be the Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to such effective time, except that it shall be amended as set forth in Exhibit A.

(g) From and after the effective time of the merger, the By-Laws of the Surviving Corporation shall be the By-Laws of the Surviving Corporation as in effect immediately prior to such effective time, except that they shall be amended.

(h) The members of the Board of Directors and officers of the Surviving Corporation shall be the members of the Board of Directors and the corresponding officers of Regal Ware, Inc. immediately before the effective time of the merger.

(i) From and after the effective time of the merger, the assets and liabilities of Regal Ware, Inc. and Kewaskum and of the Surviving Corporation shall be entered on the books of the Surviving Corporation at the amounts at which they shall be carried at such time on the respective books of Regal Ware, Inc., Kewaskum and of the Surviving Corporation, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of the Surviving

TRADEMARK

REEL 180 FRAME 061

Corporation, in accordance with generally accepted accounting principles, the capital and surplus of the Surviving Corporation shall be equal to the capital and surplus of Regal Ware, Inc. and Kewaskum and of the Surviving Corporation.

FURTHER RESOLVED, that the merger and the transactions contemplated thereby be submitted to the shareholders of Regal Ware, Inc. at the annual meeting.

FURTHER RESOLVED, that the proper officers of Regal Ware, Inc. be and they hereby are directed to make, execute and file any and all documents, certificates and agreements and things whatsoever which may be in anyway necessary or proper to effect the foregoing resolutions.

FOURTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by Regal Ware, Inc. in accordance with the laws of the State of Wisconsin, under which the corporation was organized.

FIFTH: (a) The total number of shares of stock which Regal Ware, Inc. has authority to issue is as follows:

<u>Class</u>	<u>Number of shares</u>	<u>Par value per share</u>
Preferred	18,000	\$1.00
Non-Voting Preferred	1,782,000	\$1.00
Common	18,000	\$50.00
Non-Voting Common	1,782,000	\$1.00

TRADEMARK

REEL 1180 FRAME 062

(b) The total number of shares of stock which Jacksonville Manufacturing Company has authority to issue is as follows:

<u>Class</u>	<u>Number of shares</u>	<u>Par value per share</u>
Common	1,000	.001

(c) The total number of shares of stock which Kewaskum Manufacturing Company, Inc. has authority to issue is as follows:

<u>Class</u>	<u>Number of shares</u>	<u>Par value per share</u>
Common	1,000	.001

(d) The Certificate of Incorporation of Jacksonville Manufacturing Company, Inc. is amended as follows:

1. Article FIRST of the Certificate of Incorporation of the Surviving Corporation is amended to read as follows:

FIRST: The name of the corporation is Regal Ware, Inc.

2. Article SECOND of the Certificate of Incorporation of the Surviving Corporation is amended to read as follows:

SECOND: The registered office of the corporation in the State of Delaware shall be located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent shall be The Corporation Trust Company.

3. Article FOURTH of the Certificate of Incorporation of the Surviving Corporation shall be amended to read as follows:

FOURTH: The aggregate number of shares which the Corporation is authorized to issue is 3,600,000 divided into four classes. The designation of each class, the number of shares of stock of each class and the par value of the shares of each class of stock are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Preferred Stock	18,000	\$ 1.00
Non-Voting Preferred Stock	1,782,000	\$ 1.00
Common Stock	18,000	\$50.00
Non-Voting Common Stock	1,782,000	\$ 1.00

TRADEMARK

REEL 1180 FRAME 63

PART I

PREFERRED STOCK AND NON-VOTING PREFERRED STOCK

The Board of Directors is expressly authorized, with respect to unissued Preferred Stock and Non-Voting Preferred Stock, to adopt, from time to time, a resolution providing for the issuance of Preferred Stock and/or Non-Voting Preferred Stock in one or more series and to fix the number of shares in each series.

The designations and the powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions thereof of all Preferred Stock and Non-Voting Preferred Stock shall be as follows, and shall not vary as between the different series except as set forth below:

1. Dividends.

1.1 The rate at which dividends on the Preferred Stock and Non-Voting Preferred Stock shall accrue is \$1.20 per share per annum, which dividend shall commence to accrue from and including the actual date of issuance of each such share. Accrued and unpaid dividends shall not bear interest, and all dividends accrued to the date of payment shall be payable on the date dividends, if any, are paid on the Corporation's Common Stock, but no less frequently than annually, when and if declared by the Board of Directors of the Corporation out of its funds legally available for that purpose to the holders of record on such dates as shall be determined by the Board of Directors. The obligation of the Corporation to pay dividends pursuant to the provisions of this paragraph shall be cumulative, so that if the full amount required to be paid as aforesaid for any dividend period shall not have been paid or declared, and a sum sufficient for the payment thereof set apart, the deficiency shall be required to be paid or set apart thereafter as funds become lawfully available therefor. No dividend shall be paid on the Common Stock (whether voting or non-voting) unless the cumulative dividend on the Preferred Stock and Non-Voting Preferred Stock shall have been paid or declared in full, or a sum sufficient for the payment thereof set apart.

1.2 Dividends shall cease to accrue on Preferred Stock (whether voting or non-voting) that are redeemed pursuant to paragraph 4 hereof as of the date fixed for such redemption.

TRADEMARK

REEL 180 FRAME 064

1.3 Subject to paragraph 1.1 hereof, dividends (payable in cash or other property) as may be determined by the Board of Directors may be declared and paid from time to time on the shares of any stock junior to the Preferred Stock and Non-Voting Preferred Stock, either as to dividends or distributions upon liquidation, without any right of participation therein by the holders of Preferred Stock or Non-Voting Preferred Stock.

1.4 All series of Preferred Stock and Non-Voting Preferred Stock shall rank on a parity as to dividends without preference or priority of any series over any other series of Preferred Stock or Non-Voting Preferred Stock. In case dividends for any annual dividend period are not paid in full, all series of Preferred Stock (whether voting or non-voting) shall participate ratably in the payment of dividends for such period.

2. Preferences.

2.1 In the event of any liquidation, dissolution or winding up (whether voluntary or involuntary) of the Corporation, the holders of Preferred Stock and Non-Voting Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payments shall be made to the holders of Common Stock (whether voting or non-voting), the amount determined by the Board of Directors in establishing each series of Preferred Stock and Non-Voting Preferred Stock, which amount may vary from series to series.

2.2 If upon any liquidation, dissolution or winding up (whether voluntary or involuntary) of the Corporation, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of Preferred Stock and Non-Voting Preferred Stock of all series the full amounts to which they respectively shall be entitled, the holders

TRADEMARK

REEL 180 FRAME 065

of Preferred Stock and Non-Voting Preferred Stock of all series shall share ratably in any distribution of assets according to the respective amounts which would be payable in respect to the Preferred Stock and Non-Voting Preferred Stock held by them upon such distribution if all amounts payable on or with respect to the shares of Preferred Stock and Non-Voting Preferred Stock of all series were paid in full.

3. Voting Rights.

The holders of Preferred Stock shall be entitled to one vote for each share of Preferred Stock upon each matter requiring a vote of shareholders. The holders of shares of Non-Voting Preferred Stock shall not be entitled to vote with respect to the affairs of the Corporation, except in those cases where the vote by such class is specifically required by the Delaware General Corporation Law.

4. Redemption.

4.1 The Corporation may at any time, out of funds lawfully available therefor, redeem all or part of any series of Preferred Stock or Non-Voting Preferred Stock, at a redemption price equal to the liquidation value of such Preferred Stock or Non-Voting Preferred Stock plus all unpaid accumulated dividends thereon, if any, except that in any redemption made by the Corporation earlier series shall rank in priority over later series and the Common Stock (whether voting or non-voting), and no repurchase of shares of a later series or Common Stock (whether voting or non-voting) shall occur unless and until all shares held by holders of Preferred Stock and Non-Voting Preferred Stock of all earlier series are redeemed.

4.2 Notwithstanding paragraph 4.1 above, the Corporation may repurchase shares of Preferred Stock or Non-Voting Preferred Stock of a later series or Common Stock (whether voting or non-voting) at any time, out of funds lawfully available therefor, if

(i) such shares are held by an employee trust created by the Corporation including, without limitation, the Regal Ware, Inc. Profit Sharing Plan (ii) such shares are held by the estate of a deceased shareholder; provided, that, the Board of Directors has adopted a resolution which specifically approves the repurchase of such shares or (iii) shares of Non-Voting Common Stock purchased by employees under the Corporation's Employee Purchase Contract providing for certain purchases and redemptions at a discount from book value.

5. Restrictions on Certain Actions Affecting Preferred Stock and Non-Voting Preferred Stock.

So long as any shares of Preferred Stock or Non-Voting Preferred Stock are outstanding, the Corporation will not amend, alter or repeal any of the provisions of the Articles of Incorporation so as adversely to affect the rights, powers or preferences of the Preferred Stock or Non-Voting Preferred Stock without the consent of the holders of at least two-thirds of the total number of outstanding shares of Preferred Stock or Non-Voting Preferred Stock, as applicable given in person or by proxy.

PART II

COMMON STOCK AND NON-VOTING COMMON STOCK

Subject to any prior rights of holders of Preferred Stock and Non-Voting Preferred Stock, the preferences, limitations, and relative rights in respect of said Common Stock and said Non-Voting Common Stock are as follows:

1.1 The holders of Common Stock and Non-Voting Common Stock shall have equal rights in all respects, except that holders of Common Stock shall be entitled to one vote for each share of Common Stock upon each matter requiring a vote of stockholders, but no holder of shares of Non-Voting Common Stock as such shall be entitled to vote with respect to the affairs of the Corporation

TRADEMARK

REEL 180 FRAME 91

except in those cases where the vote by such class is specifically required by the Delaware General Corporation Law.

1.2 Holders of shares of Common Stock shall have pre-emptive rights to acquire additional shares of Common Stock, but shall not have any pre-emptive rights to acquire any shares of Non-Voting Common Stock, Preferred Stock or Non-Voting Preferred Stock. Holders of Non-Voting Common Stock shall not have any pre-emptive rights to acquire any shares of Common Stock, Non-Voting Common Stock, Preferred Stock or Non-Voting Preferred Stock.

PART III

TRANSFER RESTRICTIONS

No stockholder shall transfer, whether by way of sale, gift, hypothecation or any other disposition, all or any part of such stockholder's shares of Preferred Stock, Non-Voting Preferred Stock, Common Stock or Non-Voting Common Stock in the Corporation, now owned or hereafter acquired by such stockholder; provided, however, any stockholder may sell for cash all or any part of such stockholder's Preferred Stock, Non-Voting Preferred Stock, Common Stock, and/or Non-Voting Common Stock by first giving the Corporation at least 45 days' prior written notice of such stockholder's intention to do so. Such notice shall state the terms of the proposed sale, including the name of the transferee, the purchase price and the number and type of shares to be sold. Within 45 days after receipt of such notice, the Corporation shall have the right to purchase all but not less than all of the shares to be sold upon the terms and conditions set forth in said notice. Election to purchase by the Corporation shall be evidenced by notice thereof communicated to such stockholder specifying a date for the purchase which shall be not more than 45 days after the date of the original notice. The Corporation may cause any purchase of shares pursuant hereto to be effected by any person, firm or Corporation so designated by the Corporation. If the Corporation does not elect to purchase or cause the purchase of shares to be sold, all but not less than all of such shares may be sold but only according to the original notice, within 100 days after the original notice, immediately after which

TRADEMARK

REEL 180 FRAME 068

all of the above restrictions shall be binding upon the transferee referred to in the original notice and immediately after which all of the above restrictions shall be in full force with respect to any shares remaining unsold. The above restrictions shall also apply to assignees, heirs, legatees, executors, administrators, trustees and receivers of each stockholder. A legend indicating the existence of these restrictions shall be placed upon each share of stock of the Corporation. Notwithstanding the foregoing provisions of this paragraph, any stockholder may at any time or times, inter vivos or by testamentary transfer, without first giving notice thereof to the Corporation, transfer (i) such stockholder's Preferred Stock, Non-Voting Preferred Stock, Common Stock and/or Non-Voting Common Stock to the Corporation, to any other stockholder of the Corporation, to or for the primary benefit of any person who is a spouse or descendent of such shareholder and (ii) such stockholder's Preferred Stock, Non-Voting Preferred Stock or Non-Voting Common Stock to any qualified charitable organization; provided, however, that all of the above restrictions shall be binding upon each such transferee, unless such transferee shall be a qualified charitable organization in which event such transfers shall not be bound by such restrictions as to Preferred Stock, Non-Voting Preferred Stock or Non-Voting Common Stock transferred to it.

TRADEMARK

REEL 180 FRAME 069

2. Article TENTH is revised to be and read as follows:

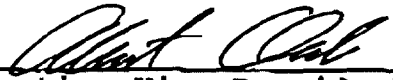
TENTH: This Certificate of Incorporation may be amended in the manner now or hereafter prescribed by Statute, except that any such amendment must be approved by the holders of at least two-thirds (2/3) of all of the stock of the corporation then outstanding and entitled to vote.

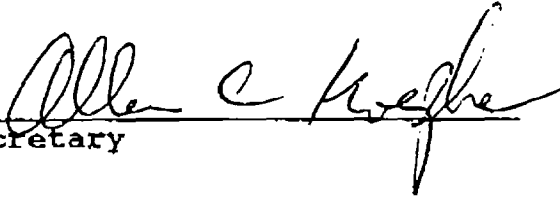
SIXTH: Anything herein or elsewhere to the contrary notwithstanding, the merger may be amended or terminated and abandoned by the Board of Directors of Regal Ware, Inc. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Regal Ware, Inc. has caused this Certificate to be signed by Albert Oak, its Executive Vice President - Manufacturing and attested by Allen Koepke, its Secretary, this 28th day of April, 1994.

REGAL WARE, INC.

ATTEST:

By: 
Executive Vice President -
Manufacturing

By: 
Secretary

REEL 180 FRAME 70
TRADEMARK

EXHIBIT AAMENDMENTS TO CERTIFICATE OF INCORPORATION

1. Article FIRST of the Certificate of Incorporation of the Surviving Corporation is amended to read as follows:

FIRST: The name of the corporation is Regal Ware, Inc.

2. Article SECOND of the Certificate of Incorporation of the Surviving Corporation is amended to read as follows:

SECOND: The registered office of the corporation in the State of Delaware shall be located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent shall be The Corporation Trust Company.

3. Article FOURTH of the Certificate of Incorporation of the Surviving Corporation shall be amended to read as follows:

FOURTH: The aggregate number of shares which the Corporation is authorized to issue is 3,600,000 divided into four classes. The designation of each class, the number of shares of stock of each class and the par value of the shares of each class of stock are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Preferred Stock	18,000	\$ 1.00
Non-Voting Preferred Stock	1,782,000	\$ 1.00
Common Stock	18,000	\$50.00
Non-Voting Common Stock	1,782,000	\$ 1.00

TRADEMARK

MULTI COPY PRINT / 1

PART IPREFERRED STOCK AND NON-VOTING PREFERRED STOCK

The Board of Directors is expressly authorized, with respect to unissued Preferred Stock and Non-Voting Preferred Stock, to adopt, from time to time, a resolution providing for the issuance of Preferred Stock and/or Non-Voting Preferred Stock in one or more series and to fix the number of shares in each series. The designations and the powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions thereof of all Preferred Stock and Non-Voting Preferred Stock shall be as follows, and shall not vary as between the different series except as set forth below:

1. Dividends.

1.1 The rate at which dividends on the Preferred Stock and Non-Voting Preferred Stock shall accrue is \$1.20 per share per annum, which dividend shall commence to accrue from and including the actual date of issuance of each such share. Accrued and unpaid dividends shall not bear interest, and all dividends accrued to the date of payment shall be payable on the date dividends, if any, are paid on the Corporation's Common Stock, but no less frequently than annually, when and if declared by the Board of Directors of the Corporation out of its funds legally available for that purpose to the holders of record on such dates as shall be determined by the Board of Directors. The obligation of the Corporation to pay dividends pursuant to the provisions of this paragraph shall be cumulative, so that if the full amount required to be paid as aforesaid for any dividend period shall not have been paid or declared, and a sum sufficient for the payment thereof set apart, the deficiency shall be required to be paid or set apart thereafter as funds become lawfully available therefor. No dividend shall be paid on the Common Stock (whether voting or non-voting) unless the cumulative dividend on the Preferred Stock and Non-Voting Preferred Stock shall have been paid or declared in

TRADEMARK

REEL 180 FRAME 072

full, or a sum sufficient for the payment thereof set apart.

1.2 Dividends shall cease to accrue on Preferred Stock (whether voting or non-voting) that are redeemed pursuant to paragraph 4 hereof as of the date fixed for such redemption.

1.3 Subject to paragraph 1.1 hereof, dividends (payable in cash or other property) as may be determined by the Board of Directors may be declared and paid from time to time on the shares of any stock junior to the Preferred Stock and Non-Voting Preferred Stock, either as to dividends or distributions upon liquidation, without any right of participation therein by the holders of Preferred Stock or Non-Voting Preferred Stock.

1.4 All series of Preferred Stock and Non-Voting Preferred Stock shall rank on a parity as to dividends without preference or priority of any series over any other series of Preferred Stock or Non-Voting Preferred Stock. In case dividends for any annual dividend period are not paid in full, all series of Preferred Stock (whether voting or non-voting) shall participate ratably in the payment of dividends for such period.

2. Preferences.

2.1 In the event of any liquidation, dissolution or winding up (whether voluntary or involuntary) of the Corporation, the holders of Preferred Stock and Non-Voting Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payments shall be made to the holders of Common Stock (whether voting or non-voting), the amount determined by the Board of Directors in establishing each series of Preferred Stock and Non-Voting Preferred Stock, which amount may vary from series to series.

TRADEMARK

REEL 180 FRAME 73

2.2 If upon any liquidation, dissolution or winding up (whether voluntary or involuntary) of the Corporation, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of Preferred Stock and Non-Voting Preferred Stock of all series the full amounts to which they respectively shall be entitled, the holders of Preferred Stock and Non-Voting Preferred Stock of all series shall share ratably in any distribution of assets according to the respective amounts which would be payable in respect to the Preferred Stock and Non-Voting Preferred Stock held by them upon such distribution if all amounts payable on or with respect to the shares of Preferred Stock and Non-Voting Preferred Stock of all series were paid in full.

3. Voting Rights.

The holders of Preferred Stock shall be entitled to one vote for each share of Preferred Stock upon each matter requiring a vote of shareholders. The holders of shares of Non-Voting Preferred Stock shall not be entitled to vote with respect to the affairs of the Corporation, except in those cases where the vote by such class is specifically required by the Delaware General Corporation Law.

4. Redemption.

4.1 The Corporation may at any time, out of funds lawfully available therefor, redeem all or part of any series of Preferred Stock or Non-Voting Preferred Stock, at a redemption price equal to the liquidation value of such Preferred Stock or Non-Voting Preferred Stock plus all unpaid accumulated dividends thereon, if any, except that in any redemption made by the Corporation earlier series shall rank in priority over later series and the Common Stock (whether voting or non-voting), and no repurchase of shares of a later series or Common Stock (whether voting or non-voting) shall occur unless and until all shares held by holders of Preferred

Stock and Non-Voting Preferred Stock of all earlier series are redeemed.

4.2 Notwithstanding paragraph 4.1 above, the Corporation may repurchase shares of Preferred Stock or Non-Voting Preferred Stock of a later series or Common Stock (whether voting or non-voting) at any time, out of funds lawfully available therefor, if (i) such shares are held by an employee trust created by the Corporation including, without limitation, the Regal Ware, Inc. Profit Sharing Plan (ii) such shares are held by the estate of a deceased shareholder; provided, that, the Board of Directors has adopted a resolution which specifically approves the repurchase of such shares or (iii) shares of Non-Voting Common Stock purchased by employees under the Corporation's Employee Purchase Contract providing for certain purchases and redemptions at a discount from book value.

5. Restrictions on Certain Actions Affecting Preferred Stock and Non-Voting Preferred Stock.

So long as any shares of Preferred Stock or Non-Voting Preferred Stock are outstanding, the Corporation will not amend, alter or repeal any of the provisions of the Articles of Incorporation so as adversely to affect the rights, powers or preferences of the Preferred Stock or Non-Voting Preferred Stock without the consent of the holders of at least two-thirds of the total number of outstanding shares of Preferred Stock or Non-Voting Preferred Stock, as applicable given in person or by proxy.

PART II

COMMON STOCK AND NON-VOTING COMMON STOCK

Subject to any prior rights of holders of Preferred Stock and Non-Voting Preferred Stock, the preferences, limitations, and relative rights in respect of said Common Stock and said Non-Voting Common Stock are as follows:

1.1 The holders of Common Stock and Non-Voting Common Stock shall have equal rights in all respects, except that holders of Common Stock shall be entitled to one vote for each share of Common Stock upon each matter requiring a vote of stockholders, but no holder of shares of Non-Voting Common Stock as such shall be entitled to vote with respect to the affairs of the Corporation except in those cases where the vote by such class is specifically required by the Delaware General Corporation Law.

1.2 Holders of shares of Common Stock shall have pre-emptive rights to acquire additional shares of Common Stock, but shall not have any pre-emptive rights to acquire any shares of Non-Voting Common Stock, Preferred Stock or Non-Voting Preferred Stock. Holders of Non-Voting Common Stock shall not have any pre-emptive rights to acquire any shares of Common Stock, Non-Voting Common Stock, Preferred Stock or Non-Voting Preferred Stock.

PART III

TRANSFER RESTRICTIONS

No stockholder shall transfer, whether by way of sale, gift, hypothecation or any other disposition, all or any part of such stockholder's shares of Preferred Stock, Non-Voting Preferred Stock, Common Stock or Non-Voting Common Stock in the Corporation, now owned or hereafter acquired by such stockholder; provided, however, any stockholder may sell for cash all or any part of such stockholder's Preferred Stock, Non-Voting Preferred Stock, Common Stock, and/or Non-Voting Common Stock by first giving the Corporation at least 45 days' prior written notice of such stockholder's intention to do so. Such notice shall state the terms of the proposed sale, including the name of the transferee, the purchase price and the number and type of shares to be sold. Within 45 days after receipt of such notice, the Corporation shall have the right to purchase all but not less than all of the shares to be sold upon the terms and conditions set forth in said notice. Election to purchase by the Corporation shall be evidenced by notice thereof communicated to such stockholder specifying a date for the purchase which

TRADEMARK

REEL 180 FRAME 076

shall be not more than 45 days after the date of the original notice. The Corporation may cause any purchase of shares pursuant hereto to be effected by any person, firm or Corporation so designated by the Corporation. If the Corporation does not elect to purchase or cause the purchase of shares to be sold, all but not less than all of such shares may be sold but only according to the original notice, within 100 days after the original notice, immediately after which all of the above restrictions shall be binding upon the transferee referred to in the original notice and immediately after which all of the above restrictions shall be in full force with respect to any shares remaining unsold. The above restrictions shall also apply to assignees, heirs, legatees, executors, administrators, trustees and receivers of each stockholder. A legend indicating the existence of these restrictions shall be placed upon each share of stock of the Corporation. Notwithstanding the foregoing provisions of this paragraph, any stockholder may at any time or times, inter vivos or by testamentary transfer, without first giving notice thereof to the Corporation, transfer (i) such stockholder's Preferred Stock, Non-Voting Preferred Stock, Common Stock and/or Non-Voting Common Stock to the Corporation, to any other stockholder of the Corporation, to or for the primary benefit of any person who is a spouse or descendent of such shareholder and (ii) such stockholder's Preferred Stock, Non-Voting Preferred Stock or Non-Voting Common Stock to any qualified charitable organization; provided, however, that all of the above restrictions shall be binding upon each such transferee, unless such transferee shall be a qualified charitable organization in which event such transfers shall not be bound by such restrictions as to Preferred Stock, Non-Voting Preferred Stock or Non-Voting Common Stock transferred to it.

2. Article TENTH is revised to be and read as follows:

TENTH: This Certificate of Incorporation may be amended in the manner now or hereafter prescribed by Statute, except that any such amendment must be approved by the holders of at least two-thirds (2/3) of all of the stock of the corporation then outstanding and entitled to vote.

PAPERWORK

REEL 1180 FRAME 077

*corrected
page
4.9.01*

EXHIBIT A

TWO (2) PAGES

REGAL WARE, INC. ISSUED TRADEMARKS

<u>TITLE</u>	<u>REGISTRATION NUMBER</u>
ACCENT	688,578
	745,664
BUCKEYE	1,043,572
CAMELOT	751,144
CLASSICA	1,519,876
CLEAN MACHINE	1,640,378
CLUB	788,937
CLUB ALUMINUM HAMMERCRAFT WATERLE	533,559
CLUB AND CONCENTRIC CIRCLES DESIG	941,834
CLUB CLASSIC	1,137,420
CLUB CLASSIC STAINLESS ALUMINUM	1,137,421
CLUB HOLIDAY (QUATREFOIL)	620,684
CLUBCAST	1,122,815
CLUBCAST STAINLESS ALUMINUM	1,122,816
COFFEE MUSER	1,092,746
COLORLITE	671,078
COLORWARE	853,981
CONCENTRIC CIRCLE	1,249,582
CONCENTRIC CIRCLES (DESIGN)	936,441
COOKING-TONE	1,560,965
CORONATION	1,460,090
CORONET (STYLIZED)	811,969
DURABLE CAST ALUMINUM DESIGN	1,055,598
ELEGANCE	682,753
EVERCAST	1,029,410
FLAVORITE	669,179
FOOD TOTE	1,046,858
FREE BREAKFAST & DESIGN	1,737,759
HEALTH-TONE	1,460,092
HERITAGE	1,058,475
HERITAGE (STYLIZED)	439,388
HONOR CRAFT	1,180,231
IMAGE	1,823,761
IMPERIAL	564,194
	1,369,044
IMPERIAL & DESIGN	1,611,970
KITCHEN NUTRITION & DESIGN	1,557,944
KITCHEN PRO	1,783,233
	1,831,905
	1,779,693
LA MACHINE	1,161,493
LA MACHINE & design	1,521,547
LIFECOTE 2000	1,773,649
LOTUS	850,451
LUFKIN INTERNATIONAL ULTRA-CLEAN	1,322,025
LUMINEX	1,787,517
MARDI GRAS	867,791

*439,388
PJ.
4.09.2001*



TRADEMARK
REEL 180 FRAME 78

<u>TITLE</u>	<u>REGISTRATION NUMBER</u>
MARK II	1,003,751
MATRIX 7 & DESIGN	1,320,787
MINI-MISER	1,141,262
MUL-TEA	1,063,250
POLY	1,035,292
POLY DRIP	1,036,171
POLY HOT POT	1,093,681
POLY PERK	776,932
POLY POP	1,040,519
POLY POT	1,026,156
POLY WITH PARROT AND REGAL CROWN	1,036,169
POLYELECTRIC	1,036,176
POT-O-PLENTY	992,397
PRINCESS	990,650
• PRO CUISINE	1,805,326
• PROCOTE	1,832,249
• QUATREFOIL DESIGN	794,772
REGAL	680,290
	1,604,362
	910,552
	1,221,567
REGAL & DESIGN	1,659,440
	1,623,288
	1,221,566
	528,672
REGAL 2000	1,329,657
REGAL in 2 Int. Classes	1,531,859
REGALAIRE & design	1,547,237
SAHARA & DESIGN	1,120,546
SEAL RITE & design	1,180,220
SEAL-O-MATIC	642,476
SMALL FRY & DESIGN	1,080,899
SOCIETY & design	859,950
	859,950
SPRING GARDEN	1,257,583
STARTLER & DESIGN	1,113,064
STRATABASE	1,778,385
SURE-GRIP	1,826,010
TEMP-TONE	1,097,520
TEMPO	849,674
THE GREY TECH COLLECTION	1,347,963
THE GRILLER	1,137,509
THERMIC-RAY	1,037,836
THERMO-CORE	1,053,322
ULTRA CLEAN	1,676,677
ULTRA COLLECTION	1,718,218
VOGUE & DESIGN	542,514
WONDER WARE	1,720,347
WONDER WARE & DESIGN	556,074
WOODSTOVE COLLECTION	1,045,951

TRADEMARK

REEL 180 FRAME 79

EXHIBIT B

REGAL WARE, INC. TRADEMARK APPLICATIONS

<u>TITLE</u>	<u>SERIAL NUMBER</u>
CORDON BLEU	73/642,614
FLAVORMAX	74/429,814
KF & DESIGN	74/529,593
KITCHEN FAIR	74/529,062
KITCHEN PRO IN CL 11	74/469,054
LIFECOTE	74/523,335
PIZZA PAL	74/510,346
PRO GLIDE	74/359,683
PROGLIDE	74/506,284
PROTECH	74/443,503
QUICK CHEF	74/512,689
REGAL	74/481,396
ROYAL DIAMOND	74/474,655
STEAMER/DEHYDRATOR DESIGN	74/510,345
STRATAGLAZE	74/523,336
SWAN GLIDE	74/359,681

TRADEMARK

REEL 180 FRAME 80

JUN 29 94

INVENT AND TRADEMARK OFFICE