

02-06-2001

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1-19-01

To the Honorable Commissioner of 101606079 ached original documents or copy thereof.

<p>1. Name of conveying party(ies): Chatwins Group, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional names of conveying party(ies) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p> <hr/> <p>3. Nature of Conveyance</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>March 16, 2000</u></p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Reunion Industries, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>300 Weyman Plaza, Suite 340</u> City <u>Pittsburgh</u> State <u>PA</u> Zip: <u>15236</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>
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4. Application number(s) or patent number(s):

A. Trademark Application No(s):	B. Trademark Registration No(s):
	528,559 HANNA
	2,277,721 for mirro-clad
	2,414,433 for mirro-clean

01-19-2001
U.S. Patent & TMO/TM Mail Rcpt Dt. #39

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p style="text-align: center;">June E. Rickey, Esq. Calfee, Halter & Griswold LLP 800 Superior Avenue - Suite 1400 Cleveland, Ohio 44114-2688</p> <hr/> <p>CERTIFICATE OF MAILING Date: <u>01/17/01</u></p> <p>I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope with sufficient postage addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Va., 22202-3513.</p> <p style="text-align: center;"><u>KePa Zver</u> (Typed or Printed Name)</p> <p style="text-align: center;"><u>KePa Zver</u> (Signature)</p>	<p>6. Total number of applications and registrations involved: <u>3</u></p> <hr/> <p>7. Total fee (37 CFR 3.41): <u>\$90.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input checked="" type="checkbox"/> Total Fee Due <input checked="" type="checkbox"/> Any deficiencies in the enclosed fees.</p> <hr/> <p>8. Deposit account number: <u>03-0172</u> <input checked="" type="checkbox"/> The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees.</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

<u>June E. Rickey</u> Name of Person Signing	<u>June Rickey</u> Signature	<u>1-17-01</u> Date
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Total number of pages comprising transmittal: 1

02/05/2001 09:46:00 AM 00000741 028309

01 FD:461 40.00
02 FD:482 50.00

FROM RICHARDS, LAYTON & FINGER #8

(THU) 3.16'00 17:19/ST.17:16/NO.4862473018 P 6

State of Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"CHATWINS GROUP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "REUNION INDUSTRIES, INC." UNDER THE NAME OF "REUNION INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MARCH, A.D. 2000, AT 4:39 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel
Edward J. Freel, Secretary of State

2558997 8100M

001126290

AUTHENTICATION: 0320570

DATE: 03-16-00

FROM RICHARDS, LAYTON & FINGER #8

(THU) 3.16'00 17:19/ST.17:16/NO.4862473018 P 7

FROM RICHARDS, LAYTON & FINGER #10

(THU) 3.16'00 15:51/ST.15:47/NO.4861878786 P 7

CERTIFICATE OF MERGER

OF

CHATWINS GROUP, INC.

(a Delaware corporation)

INTO

REUNION INDUSTRIES, INC

(a Delaware corporation)

Reunion Industries, Inc., a corporation organized and existing under the law of the State of Delaware, does hereby certify:

1. The constituent entities participating in the merger herein certified are:
 - (i) Chatwins Group, Inc., which is incorporated under the laws of the State of Delaware; and
 - (ii) Reunion Industries, Inc., which is incorporated under the laws of the State of Delaware.

2. An Amended and Restated Merger Agreement has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of requirements of section 251 of the General Corporation Law of Delaware.

3. The name of the surviving corporation in the merger herein certified is Reunion Industries, Inc., which will continue its existence as said corporation under present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of Delaware.

4. That the Certificate of Incorporation of Reunion Industries, Inc. shall be the Certificate of Incorporation of the surviving corporation.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:38 PM 03/16/2000
001126290 - 0899180

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TO: 216 241 0816

PAGE: 08

FROM RICHARDS, LAYTON & FINGER #8

(THU) 3. 16' 00 17:19/ST. 17:16/NO. 4862473018 P 8

FROM RICHARDS, LAYTON & FINGER #10

(THU) 3. 16' 00 15:52/ST. 15:47/NO. 4861878786-P 8

5. The executed Amended and Restated Merger Agreement between the
aforesaid constituent entities is on file at the principal place of business of the aforesaid
corporation, the address of which is as follows:

Reunion Industries, Inc.
301 Weyman Plaza
Suite 340
Pittsburgh, Pennsylvania 15236

6. A copy of the aforesaid Amended and Restated Merger Agreement will be
furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder,
as applicable, of each of the aforesaid constituent entities.

Executed this 16th day of March, 2000.

REUNION INDUSTRIES, INC.

By: Richard L. King
Name: Richard L. King
Title: Executive Vice President

CHRYSLER GROUP, INC.

By: _____
Name: _____
Title: _____

FROM RICHARDS, LAYTON & FINGER #8

(THU) 3.16'00 17:19/ST. 17:16/NO. 4862473018 P 9

FROM RICHARDS, LAYTON & FINGER #10

(THU) 3.16'00 15:52/ST. 15:47/NO. 4861878786 P 9

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Reunion Industries, Inc.
300 Weyman Place
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Pittsburgh, Pennsylvania 15236

6. A copy of the aforesaid Amended and Restated Merger Agreement will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder, as applicable, of each of the aforesaid constituent entities.

Executed this 16th day of March, 2000.

REUNION INDUSTRIES, INC.

By: _____
Name: _____
Title: _____

CHATWINN GROUP, INC.

By: Robert E. Cook
Name: Robert E. Cook
Title: Vice President & Secretary

000-02-1, FORN, General