

02-06-2001

FORM 1595

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



2-101

101605205

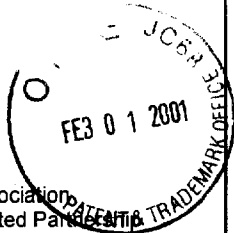
To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Specialty Products and Insulation Co.

- Individual Association
- General Partnership Limited Partnership
- Corporation-State Pennsylvania
- Other _____

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



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

Name Specialty Products & Insulation Co.

Internal Address: _____

Street Address: 120 N. Lime Street

City Lancaster,

State PA ZIP 17604

- Individual (s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporate-State Pennsylvania
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

Additional name(s) & addresses(es) attached?

Yes No

3. Name of Conveyance:

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

Execution Date: April 9, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,271,789 (SPI SPECIALTY PRODUCTS AND INSULATION CO. & Design)
 1,279,224 (SPI SPECIALTY PRODUCTS AND INSULATION CO. & Design)
 1,320,113 (SPECIALTY PRODUCTS AND INSULATION CO.)
 939,431 (RIGIDFLEX)

Additional numbers attached? Yes No

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

Name: G. Franklin Rothwell

Internal Address: Rothwell, Figg, Ernst & Manbeck, p.c.

Columbia Square

Street Address: 555 Thirteenth Street, N.W. Suite 701E

City: Washington,

State: D.C. Zip 20004

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): . . . \$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

02/05/2001 DBYRNE 00000222 1271789

01 FC:481
02 FC:48P

40.00 OP
75.00 OP

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.

G. Franklin Rothwell
Name of Person Signing

G.F. Rothwell
Signature

1.31.01
Date

Total number of pages including cover sheet, attachments and documents: 8

Atty. Docket No.: 2389-110

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

208

SPECIALTY PRODUCTS & INSULATION CO.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0245570

MICROFILM NUMBER: 09828

0820-0825

C T CORP SYSTEM
COUNTER

TRADEMARK
REEL: 002230 FRAME: 0798

Microfilm Number _____

Filed with the Department of State on APR 09 1998

Entity Number 245570

Hester Lane
Secretary of the Commonwealth
SK

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCR:15-1915 (Rev 80)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Specialty Products and Insulation Co.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>120 N. Lime Street</u>	<u>Lancaster</u>	<u>PA</u>	<u>17604</u>	<u>Lancaster</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Act of May 5, 1933, P.L. 364, as amended

4. The date of its incorporation is: July 30, 1969

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

APR -9 98

PA Dept. of State

TRADEMARK
REEL: 002230 FRAME: 0799

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 9th day of April, 19 98.

Specialty Products and Insulation Co.
(Name of Corporation)

BY: _____
(Signature)

TITLE: President and CEO

APR 9 '98 11:00 FR DPR

215 994 3197 TO 917172346024

P.03/14

APR-9-98 THU 6:46 9829 SP... OFFICE

FAX NO. 7173977053

P.04

APR-08-98 (WED) 21:25 DPR

TEL:215 994 2242

P.003

6. Check if the amendments replace the Articles:

 X The attached Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 9th day of April , 19 98 .

Specialty Products and Insulation Co.

State of Corporation

BY: [Signature]

Signature

TITLE: President and CEO

9828- 23

**RESTATED
ARTICLES OF INCORPORATION**

OF

SPECIALTY PRODUCTS & INSULATION CO.

1. *Name.* The name of the corporation (hereinafter referred to as the "Company") is: Specialty Products & Insulation Co.
2. *Registered Agent.* The name of the Corporation's registered agent in Pennsylvania is CT Corporation System with a venue in the County of Lancaster.
3. *Corporate Powers.* The Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under such Law.
4. *Term.* The term for which the Company is to exist is perpetual.
5. *Capital Stock.* The aggregate number of shares of capital stock which the Company shall have authority to issue is thirty million shares divided into two classes, consisting of (i) fifteen million shares of Preferred Stock, par value \$.01 and (ii) fifteen million shares of Common Stock, par value \$.01.

The following is a statement of the designations, voting rights, preferences, limitations, and the special rights granted to or imposed upon the shares of each such class:

Preferred Stock

(a) *Issue in Series.* Preferred Stock may be issued from time to time in one or more series, each such series to have the terms stated herein and in the resolution of the Board of Directors providing for its issue. All shares of any one series of Preferred Stock shall be identical, but shares of different series of Preferred Stock need not rank equally or be identical except insofar as provided by law.

(b) *Creation of Series.* The Board of Directors shall have authority by resolution to cause to be created one or more series of Preferred Stock, and to determine and fix with respect to each series, prior to the issuance of any shares of the series to which such resolution relates:

- (i) the distinctive designation of the series and the number of shares which shall constitute the series, which number may be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors;

9828- 24

DRAFT DATED 3/26/98

- (ii) the dividend rate and the times of payment of dividends on the shares of the series, whether dividends shall be cumulative, and, if so, from what date or dates;
- (iii) the price or prices at which, and the terms and conditions on which, the shares of the series may be redeemed at the option of the Company;
- (iv) whether or not the shares of the series shall be entitled to the benefit of a retirement or sinking fund to be applied to the purchase or redemption of such shares and, if so entitled, the amount of such fund and the terms and provisions relative to the operation thereof;
- (v) whether or not the shares of the series shall be convertible into, or exchangeable for, shares of any other series of the same or any other class or classes of stock of the Company, and if so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and any adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;
- (vi) the rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company;
- (vii) whether or not the shares of the series shall have priority over or parity with or be junior to the shares of any other series or class in any respect or shall be entitled to the benefit of limitations restricting the issuance of shares of any other series or class having priority over or being on a parity with the shares of such series in any respect, or restricting the payment of dividends on, or the making of other distributions in respect of shares of any other series or class ranking junior to the shares of the series as to dividends or assets, or restricting the purchase or redemption of the shares of any such junior series or class, and the terms of any such restrictions;
- (viii) whether the series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights; and
- (ix) any other designations, voting rights, preferences, limitations, or special rights of that series.

Common Stock

- (a) *Dividends.* Holders of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors, except that the Company will not declare, pay or set apart for payment any dividend on shares of Common Stock (other than dividends payable in Common Stock), or directly or indirectly make any distribution on, redeem, purchase or otherwise acquire any such shares, if at the time of such action the Company is in default with respect to any dividend due and payable on, or any sinking or

9828- 75

purchase fund requirement relating to, any shares of Preferred Stock senior in right to the Common Stock.

(b) *Distribution of Assets.* In the event of voluntary or involuntary liquidation, dissolution or winding up of the Company, holders of Common Stock shall be entitled to receive pro rata all of the remaining assets of the Company available for distribution to its shareholders after all amounts to which the holders of Preferred Stock senior in right to the Common Stock are entitled have been paid or set aside in cash for payment.

(c) *Voting Rights.* Except as otherwise required by law or provided in any certificate creating any series of Preferred Stock, the holders of Common Stock shall be entitled to one vote for each share thereof held.

6. Directors

(a) *Number, Election and Term.* The authorized number of Directors of the Company shall be not less than five (5) nor more than fifteen (15) and the Board of Directors may, within the limits specified by this paragraph, increase or decrease the exact number of Directors from time to time by resolution duly adopted by such Board. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The Directors shall be classified in respect to the time for which they shall severally hold office by dividing them into three classes, each to be as nearly equal in number as possible.

Each Director shall be elected for a term ending on the date of the third annual meeting of shareholders following the annual meeting of shareholders at which such Director was elected. At the annual meeting of shareholders held in 1998, one class shall be originally elected for a term expiring at the annual meeting of shareholders to be held in 1999, another class shall be originally elected for a term expiring at the annual meeting of shareholders to be held in 2000, and another class shall be originally elected for a term expiring at the annual meeting of shareholders to be held in 2001, with the members of each class to hold office until their successors are elected and qualified. At each succeeding annual meeting of the shareholders of the Company, the successors of the class of Directors whose term expires at that meeting shall be elected by plurality vote of all votes cast at such meeting to hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election.

(b) *Vacancies.* Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the Directors then in office, though less than a quorum, and each person so elected shall be a Director to serve for the balance of the unexpired term and until his successor is duly elected and qualified.

(c) *Removal.* The entire Board of Directors, or any class of the Board, or any individual Director may be removed from office by the vote of shareholders entitled to