

10-30-00

FORM PTO-1594 (Modified)
1-31-92

02-07-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Re: 130.01

RE



101606773

Attorney Docket No.: 9106-AFF

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

1. Name of conveying party(ies):

Penn Acquisition Corp.

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

Penn Ventilation, Inc.
1370 Welsh Road
North Wales, PA 19454

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: January 7, 2000

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

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):
1,628,960

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

Jay K. Meadway
AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.
One Commerce Square
2005 Market Street, 22nd Floor
Philadelphia, PA 19103-7086
Telephone: 215-965-1200
Facsimile: 215-965-1210
E-Mail: jmeadway@akingump.com

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ **40.00**
_____ x \$25.00 = \$

Check enclosed

8. Deposit account number: 50-1017

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.

Jay K. Meadway

Name of Person

Jay Meadway

Signing Signature

10/26/00

Date

Total number of pages including cover sheet, attachments and document: [3]

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

TRADEMARK
REEL: 002231 FRAME: 0720

State of Delaware
Office of the Secretary of State

PAGE 1

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 "PENN ACQUISITION CORP.", CHANGING ITS NAME FROM "PENN ACQUISITION CORP." TO "PENN VENTILATION, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JANUARY, A.D. 2000, AT 12 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

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AUTHENTICATION: 0186296
DATE: 01-07-00

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Penn Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Penn Acquisition Corp., be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the corporation is Penn Ventilation, Inc. (the "Corporation").


SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Penn Acquisition Corp. has caused this certificate to be signed by Claudia E. Chamberlain, its Assistant Secretary, this 6th day of January 2000.

PENN ACQUISITION CORP.

By:


Claudia E. Chamberlain
Assistant Secretary