

MRD 10/13/00

04-19-2001



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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101649657

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

1. Name of conveying party(ies):

**POWERSCREEN USA INC.**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - State of Delaware  
 Other \_\_\_\_\_

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

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

**POWERSCREEN USA LLC**  
 11001 Electron Drive  
 Louisville, Kentucky 40299

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - State of Kentucky  
 Other \_\_\_\_\_

Domestic representative is attached:  Yes  No  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                   Change of Name  
 Other \_\_\_\_\_

Execution Date: March 31, 1997

4. (A.) Trademark Application No.(s)

Additional numbers attached?  Yes  No

4. (B.) Trademark Registration No.(s)

377131

5. Correspondence should be mailed to:

**VICTOR M. TANNENBAUM**  
**ABELMAN, FRAYNE & SCHWAB**  
 150 East 42nd Street  
 New York, New York 10017

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

7. Total fee (37 CFT 3.41): ..... \$ 40.00  
 Enclosed  
 (The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)  
 Authorized to be charged to deposit account  
 Deposit account number: 01-0035  
 (Attach duplicate copy of this page if paying by deposit account)

11/16/2000      00000108      0      481      \$40.00      10/13/2000      OP

8. 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.

VICTOR M. TANNENBAUM                              [Signature]                              10/13/00  
 Name of Person Signing                              Signature                              Date

Total number of pages comprising cover sheet, attachments and documents:  7

State of Delaware  
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 AGREEMENT OF MERGER, WHICH MERGES:

"POWERSCREEN USA INC.", A DELAWARE CORPORATION,

WITH AND INTO "POWERSCREEN USA LLC" UNDER THE NAME OF "POWERSCREEN USA LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF KENTUCKY, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1997, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 1997.

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*Edward J. Freel*  
\_\_\_\_\_  
EDWARD J. FREEL, Secretary of State

DATE: 09-05-00

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 03/27/1997  
971102946 - 2372617

PLAN AND AGREEMENT OF MERGER  
OF  
POWERSCREEN USA INC.  
INTO  
POWERSCREEN USA LLC

Pursuant to the provisions of Section 264 of the Delaware General Corporation Law, KRS § 275.345, KRS § 275.350, KRS § 275.355, and KRS § 275.360, Powerscreen USA Inc., a Delaware corporation ("PUSA"), and Powerscreen USA LLC, a Kentucky limited liability company and the sole shareholder of PUSA ("Acquisition Company"), do hereby adopt the following Plan and Agreement of Merger:

ARTICLE I

The Plan of Merger whereby PUSA will be merged with and into Acquisition Company (the "Plan") is attached hereto as Exhibit A and is incorporated herein by reference to the extent not inconsistent herewith.

Acquisition Company shall be the "acquiring company" and "surviving business entity" and PUSA shall be the "distributor or transferor corporation" for federal, state and local tax purposes.

Pursuant to Sections 264 and 103 of the Delaware General Corporation Law and KRS § 275.060, the merger of PUSA into the Acquisition Company pursuant to the Plan shall be effective as of 11:59 p.m. on March 31, 1997.

ARTICLE II

The Plan was duly authorized and approved by each of the constituent business entities in accordance with Section 264 of the Delaware General Corporation Law and KRS 275.350.

As to PUSA, the Plan was duly adopted by a resolution adopted by a unanimous written consent in lieu of a special meeting of its Board of Directors on March 25, 1997, and approved by the sole shareholder of PUSA by a written consent in lieu of a special meeting of the shareholders on March 27, 1997. All issued and outstanding shares of PUSA's common stock voted in favor of the Plan, there being 100 issued and outstanding common shares.

As to Acquisition Company, the Plan of Merger was duly adopted by a resolution adopted by a unanimous written consent by the members of Acquisition Company on March 27, 1997.

### ARTICLE III

Acquisition Company as the surviving business entity, hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of PUSA, as well as for the enforcement of any obligation of Acquisition Company arising from the merger, including any suit or other proceeding to enforce the right of any shareholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Laws, and Acquisition Company hereby irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any suit or other proceedings and a copy of such process shall be mailed by the Delaware Secretary of State to Acquisition Company at the following address

PowerScreen USA LLC  
11001 Electron Drive  
Louisville, Kentucky 40299

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P.03

FAX NO. 5025811087

BROWN TODD HEYBURN

MAR-27-97 THU 14:06

IN WITNESS WHEREOF, PUSA and Acquisition Company have caused this Plan and Agreement of Merger to be signed by their respective representative on March 27, 1997.

POWERSCREEN USA INC.

POWERSCREEN USA LLC

By: POWERSCREEN HOLDINGS USA INC.  
as Managing Member

By *Phyllis Scalzo*  
Phyllis Scalzo, Assistant Secretary

By *Phyllis Scalzo*  
Phyllis Scalzo, Assistant Secretary

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Exhibit A

PLAN OF MERGER

This is a plan of merger (the "Plan") of Powerscreen USA Inc. ("PUSA"), a Delaware corporation, and Powerscreen USA LLC ("Acquisition Company"), a Kentucky limited liability company and the sole shareholder of PUSA.

RECITALS

A. The authorized capital stock of PUSA consists of 1,000 shares of common stock with a par value of \$1.00 per share ("Subsidiary Common Stock"), of which 100 shares are issued, outstanding, fully paid and nonassessable.

B. The Acquisition Company has 100 units ("Acquisition Company Units") which are issued, outstanding, fully paid and nonassessable.

PLAN

1. Names and Surviving Entity The names of the constituent business entities proposing to merge are Powerscreen USA Inc. and Powerscreen USA LLC. PUSA proposes to merge into Acquisition Company, which shall be the "Surviving Business Entity."

2. Terms and Conditions

(a) Effective Time. Pursuant to Sections 264 and 103 of the Delaware General Corporation Law and KRS § 275.1-060, the merger of PUSA into the Acquisition Company shall be effective as of 11:59 p.m. on March 31, 1997 (the "Effective Time").

(b) Name The Surviving Business Entity's name shall be Powerscreen USA LLC.

(c) Limited Liability. As and after the Effective Time, the Surviving Business Entity shall continue to have limited liability.

(d) Conversion of Stock and Unit At the Effective Time:

(i) No cash shall be allocated to the shareholders of PUSA. The issued and outstanding shares of Subsidiary Common Stock, without any action on the part of the holders thereof, shall be canceled.

(ii) The issued and outstanding units of Acquisition Company shall, without any action on the part of the holder thereof, become and be converted into an equal number of units of the Surviving Business Entity, and all outstanding certificates representing those units shall represent, instead of units in Acquisition Company, the right to receive units in the Surviving Business Entity at the rate of unit in the Surviving Business Entity per unit in Acquisition Company.

(c) Articles of Organization. The Articles of Organization of Acquisition Company at the Effective Time shall be the Articles of Organization of the Surviving Business Entity from and after the Effective Time and no changes to the Articles of Organization of Acquisition Company are desired