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☒ Change of Name☐ Other **Conveying Party**☐ Mark If additional names of conveying parties attached
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Name MascoTech, Inc. 01232001Formerly
☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
☐ Other
☒ Citizenship/State of Incorporation/Organization Delaware
Receiving Party☐ Mark If additional names of receiving parties attachedName Metaldyne CorporationDBA/KA/TA Composed of Address (line 1) 21001 Van Born RoadAddress (line 2) Address (line 3) Taylor

City

 Michigan/USA
State/Country
 48180

Zip Code

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01 FC:481
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Correspondent Name and Address

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Trademark Application Number(s) or Registration Number(s)

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Trademark Application Number(s)

Registration Number(s)

76184235

76184238

76184236

76184239

76184237

Number of Properties

Enter the total number of properties involved.

#

5

Fee Amount

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Signature

Kathy Silberthau Strom

1/31/2001

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"METALDYNE SUBSIDIARY INC.", A DELAWARE CORPORATION,
WITH AND INTO "MASCOTEC, INC." UNDER THE NAME OF "METALDYNE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JANUARY, A.D. 2001, AT 4:30 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0933702

DATE: 01-24-01

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

METALDYNE SUBSIDIARY INC.

WITH AND INTO

MASCOTECH INC.

**Pursuant to Section 253 of the
General Corporation Law of the State of Delaware**

MascoTech, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of Metaldyne Subsidiary Inc., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

**STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 01/23/2001
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**TRADEMARK
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THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on January 19, 2001, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, the Company owns all of the outstanding shares of capital stock Metaldyne Subsidiary Inc., a newly formed Delaware corporation (the "Subsidiary");

WHEREAS, the Directors of the Company deem it advisable that the Subsidiary be merged with and into the Company, pursuant to Section 253 of the DGCL;

NOW, THEREFORE, IT IS RESOLVED, that the Subsidiary be merged with and into the Company, with the Company as the surviving corporation (the "Merger"); and further

RESOLVED, that the name of the Company shall be changed in the Merger to Metaldyne Corporation, so that, from and after the Merger, Article 1 of the Company's Amended and Restated Certificate of Incorporation shall read as follows: "The name of the corporation shall be Metaldyne Corporation"; and further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger, and further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof, and further

RESOLVED, that any officer of the Company be and each of them hereby is, authorized and directed to make, execute and acknowledge, in the name of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and further

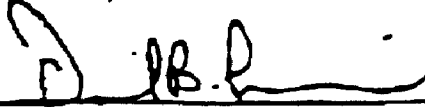
RESOLVED, that any officer of the Company be, and each of them hereby is, authorized, empowered and directed to execute such other documents and take such other actions as any one or more of them shall deem necessary, appropriate or advisable to carry out the intent and purpose of the foregoing resolutions, including, without limitation, executing such instruments, filing such documents and taking such other action as required under the Company's financing documents or as required by law or any governmental or regulatory body, and further

RESOLVED, that all actions taken and expenses incurred by any officer heretofore in furtherance of any actions authorized by any of the foregoing resolutions hereby are expressly ratified, confirmed, adopted and approved.

FOURTH: The Company shall be the surviving corporation of the Merger and the name of the surviving corporation shall be Metaldyne Corporation.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 23rd day of January, 2001.

MASCOTECH, INC.

By: 

Name: David B. Liner

Office: Vice President & General Counsel