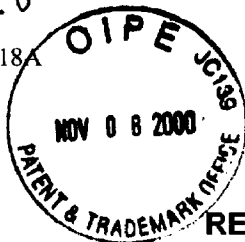


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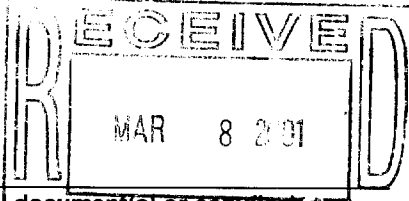


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U.S. Department of Commerce
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- New
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Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
 - License
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
06 01 00

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

10 23 00

Name **SGL CARBON CORPORATION**

Formerly **SIGRI GREAT LAKES CARBON CORPORATION**

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

Citizenship/State of Incorporation/Organization **DELAWARE**

Receiving Party

Mark if additional names of receiving parties attached

Name **SGL CARBON, LLC**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **8600 BILL FICKLEN DRIVE**

Address (line 2) _____

Address (line 3) **CHARLOTTE**

City

NORTH CAROLINA

State/Country

28269

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other **LIMITED LIABILITY COMPANY**

Citizenship/State of Incorporation/Organization **NEVADA**

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

Statement and Signature

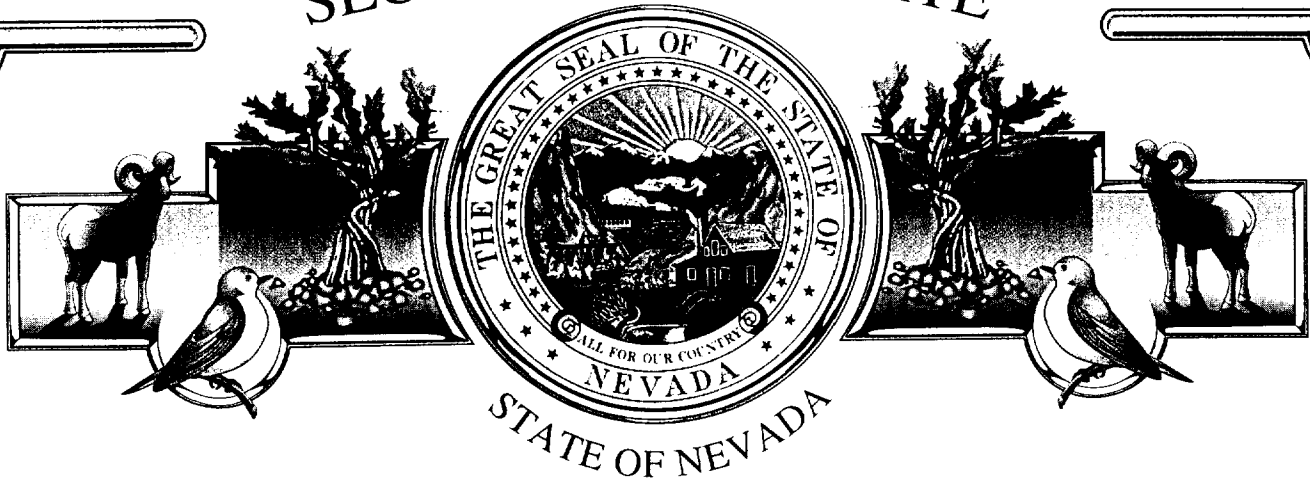
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Peter M. Hoffman vsp
Name of Person Signing

Peter M. Hoffman
Signature

10/3/00
Date Signed

SECRETARY OF STATE



I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts, pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that there was filed in this office on May 31, 2000

ARTICLES OF MERGER
merging
SGL CARBON CORPORATION
(A DELWARE CORPORATION)
into
SGL CARBON MFG., LLC
(A NEVADA LIMITED-LIABILITY COMPANY)
changing name to
SGL CARBON , LLC



IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on February 20, 2001.

Dean Heller

Secretary of State

By

Jacqueline Wray
Certification Clerk

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:

"SGL CARBON CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "SGL CARBON MFG., LLC" UNDER THE NAME OF "SGL CARBON MFG., LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2000, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JUNE, A.D. 2000.

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

3236767 8100M

001274797

AUTHENTICATION: 0469708

DATE: 05-31-00

TRADEMARK
REEL: 002256 FRAME: 0400

CERTIFICATE OF MERGER

Pursuant to Title 8, Section 264 of the Delaware General Corporation Law, the undersigned limited liability company certifies as follows:

FIRST: The name of the surviving limited liability company is SGL CARBON MFG., LLC a Nevada limited liability company, and the name of the corporation being merged into this surviving limited liability company is SGL CARBON CORPORATION, a Delaware corporation.

SECOND: The Agreement and Plan of Merger by and between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituents.

THIRD: The name of the surviving limited liability company is SGL CARBON MFG., LLC, a Nevada limited liability company.

FOURTH: The Articles of Organization of the surviving limited liability company as filed on March 20, 2000, in the State of Nevada as amended by the Articles of Merger to be filed with the Nevada Secretary of State shall continue as of such effective date to be the Articles of Organization of the surviving limited liability company.

FIFTH: The merger shall become effective at the 12:01 a.m. June 1, 2000.

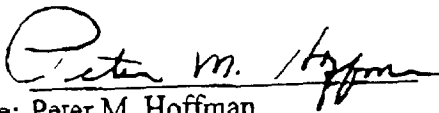
SIXTH: The executed Agreement and Plan of Merger is on file at 8600 Bill Ficklen Drive, Charlotte, North Carolina 28269, the place of business of the surviving limited liability company.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder or member of the constituent corporations and limited liability companies.

EIGHTH: The Delaware Secretary of State is hereby appointed to accept Service of Process in Delaware for the constituent entities. The forwarding address for any Service of Process is 8600 Bill Ficklen Drive, Charlotte, North Carolina 28269.

IN WITNESS WHEREOF, the surviving limited liability company has caused this certificate to be executed by its duly authorized officer this 30th day of May, 2000.

SGL CARBON MFG., LLC
a Nevada limited liability company

By: 
Name: Peter M. Hoffman
Title: Manager and President