

06-18-2001



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment **License**

Security Agreement **Nunc Pro Tunc Assignment**

Merger **Effective Date**
Month Day Year
7 11 88

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Imperial Knife Associated Companies, Inc.

12-7-84

Formerly _____

0717513

Individual General Partnership Limited Partnership **Corporation** Association

Other _____

Citizenship/State of Incorporation/Organization Rhode Island

Receiving Party

Mark if additional names of receiving parties attached

Name Imperial Schrade Corp.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 7 Schrade Court

Address (line 2) P.O. Box 7000

Address (line 3) Ellenville New York 12824
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

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40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002272 FRAME: 0095

Domestic Representative Name and Address

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="0,717,513"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

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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.

Christopher M. Turk, Esquire

Name of Person Signing

Christopher M. Turk *March 27, 2001*

Signature

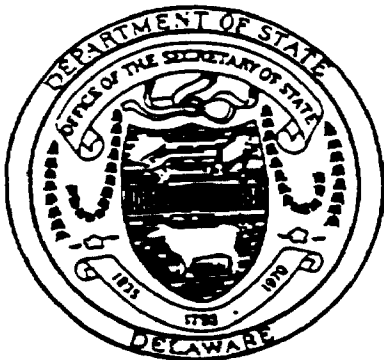
Date Signed



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on March 16, 1978



Michael Harkins

Michael Harkins, Secretary of State

BY: *C. Faulkner*

DATE: October 22, 1991

CERTIFICATE OF INCORPORATION

of

ALBERT M. BAER CORP.
(a Delaware Corporation)

THE UNDERSIGNED, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly, Chapter 7, Title 8, of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation is ALBERT M. BAER CORP.

SECOND: The location of the registered office of the corporation in the State of Delaware is at 100 West Tenth Street, City of Wilmington, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware upon whom process against the corporation may be served is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware 19801.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be

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organized under the General Corporation Law of the State of Delaware.

Without limiting in any manner the scope and generality of the foregoing, it is hereby provided that the corporation shall have the following specific purposes:

- 1. To acquire by purchase, subscription, contract or otherwise, receive, hold, sell, exchange, or otherwise dispose of, or pledge, or turn to account or realize upon, and generally to deal in and with, all forms of securities, including shares of stock, bonds, debentures, notes, bills, evidences of indebtedness, and any other instruments or interests commonly known as securities, and to exercise, as owner or holder of any securities, any and all rights, powers, and privileges in respect thereof.
- 2. To purchase or otherwise acquire, receive, hold, own, use, lease, sell, or otherwise dispose of, or mortgage or pledge, or create a security interest in, real property, improved or unimproved, and personal property, tangible or intangible, including, without limitation, goods, wares and merchandise of every description.
- 3. To borrow or lend money for any purpose useful, convenient or related to the conduct of the business of the corporation, and to do all things necessary and proper to evidence and secure any of its obligations or loans.
- 4. To engage in any activity which may promote the interests of the corporation, or enhance the value of its property, to the fullest extent permitted by law, and in furtherance of the foregoing purposes to exercise all powers now or hereafter granted or permitted by law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 500 shares, consisting of 200 shares of \$300 Cumulative First Preferred

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Stock, par value \$1 per share ("First Preferred Stock"), 200 shares of \$800 Cumulative Second Preferred Stock, par value \$1 per share ("Second Preferred Stock"), and 100 shares of Common Stock, par value \$0.01 per share ("Common Stock"). The designation of each class of stock and the preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the shares of each such class are as follows:

Part I. First Preferred Stock

1. Priority. The First Preferred Stock shall rank prior, with respect to both dividends and distributions of assets, to the Second Preferred Stock and the Common Stock.

2. Dividends. (a) The holders of the First Preferred Stock shall be entitled to receive, out of any funds legally available for the purpose, when and as declared by the Board of Directors, cumulative preferential dividends in cash at the rate of \$800 per share per annum, and no more, which shall accrue and be payable quarterly on the first day of April, July, October and January in each year commencing July 1, 1978. Dividends on the First Preferred Stock shall be cumulative with respect to each share from the date of original issue. Accumulations of dividends shall not bear interest.

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(b) If at any time cumulative dividends of the First Preferred Stock shall be in arrears for four (4) or more quarterly dividend periods and the Board of Directors shall have received written notice of such arrears from the holders of a majority of the outstanding shares of First Preferred Stock with a request to receive in lieu of each unpaid accumulated dividends shares of Second Preferred Stock, the corporation shall issue to the holders of First Preferred Stock, in lieu of such unpaid accumulated dividends, shares of Second Preferred Stock with a preference on liquidation in an amount not less than and as nearly as possible equal to the amount of such unpaid accumulated dividends. Upon any such issuance of shares of Second Preferred Stock, all unpaid accumulated dividends on the shares of First Preferred Stock shall be deemed to have been paid in full. Notwithstanding the foregoing, shares of Second Preferred Stock shall not be issued for consideration less than the par value of such shares of Second Preferred Stock.

3. Restrictions with Respect to Other Stock.

So long as any shares of First Preferred Stock shall remain outstanding, no dividends in cash, stock or otherwise (except for dividends payable in shares of Second Preferred Stock or Common Stock) shall be

paid or declared on the Second Preferred Stock or Common Stock, nor shall any distribution be made on any shares of Second Preferred Stock or Common Stock, nor shall any shares of Second Preferred Stock or Common Stock be purchased, redeemed, retired or otherwise acquired for a valuable consideration by the corporation, unless all dividends on the First Preferred Stock for all past quarterly dividend periods and for the current quarterly dividend period shall have been paid, or shall have been declared and a sum sufficient for the payment thereof set apart.

4. Redemption. Subject to the provisions of Section 5 of this Article FOURTH, Part I, the corporation, at its option, at any time may redeem the whole or any part of the First Preferred Stock, by the payment in cash of \$10,000 per share for each share of First Preferred Stock to be redeemed, plus an amount equal to all accrued and unpaid cumulative dividends thereon, whether or not declared or earned, to the date of such redemption (the total of such \$10,000 and such accrued and unpaid dividends being herein called the "First Preferred Redemption Price").

In the event the corporation shall elect to redeem less than all of the First Preferred Stock

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then outstanding, the corporation may select the shares to be redeemed by lot or pro rata or in any other equitable manner as the Board of Directors shall determine.

Notice of any proposed redemption of the First Preferred Stock shall be given by the corporation by mailing a copy of such notice at least 30 days prior to the date fixed for redemption (the "First Preferred Redemption Date") to each holder of record of the First Preferred Stock so to be redeemed, at such holder's address as the same shall appear on the books of the corporation as of the date such notice is given. Said notice shall specify the shares called for redemption, the First Preferred Redemption Price and the First Preferred Redemption Date. The holder or holders of shares of First Preferred Stock to be redeemed shall deliver to the corporation, at its principal place of business, on or after the First Preferred Redemption Date, the certificate or certificates representing such shares, properly endorsed for transfer to the corporation, against payment of the First Preferred Redemption Price of such shares in cash. Any Federal or State documentary stamp tax payable on the transfer to the corporation of the shares to be redeemed shall be paid by the cor-

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poration. The Board of Directors may cause the transfer books of the corporation to be closed as to the shares of First Preferred Stock to be redeemed. If notice of redemption shall have been given as aforesaid, and if on or before the First Preferred Redemption Date the funds necessary for such redemption shall have been deposited by the corporation in trust for the account of the holders of the First Preferred Stock to be redeemed, with a bank or trust company in good standing organized under the laws of the United States of America or of any State thereof, with capital and surplus of not less than \$10,000,000, designated in such notice of redemption, with irrevocable instructions and authority to pay the First Preferred Redemption Price to the holders of the shares of First Preferred Stock so called for redemption, upon surrender of the certificates therefor, then from and after the First Preferred Redemption Date, notwithstanding that any certificates for such shares shall not have been surrendered for cancellation, such shares shall be deemed to be no longer outstanding, the right to receive cumulative dividends thereon shall cease to accrue from and after the First Preferred Redemption Date and the holders of such shares shall have no

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further rights as such holders or interest or claim against the corporation with respect to such shares, except the right to receive payment of the First Preferred Redemption Price of such shares without interest upon delivery of the certificates for such shares in the manner provided in this Section 4.

5. Restrictions With Respect to Acquisitions of First Preferred Stock.

So long as any of the First Preferred Stock is outstanding, unless all dividends on the First Preferred Stock for all past quarterly dividend periods shall have been paid, or declared and a sum sufficient for the payment thereof set apart, the corporation shall not purchase or otherwise acquire for a valuable consideration or redeem (except in the case of the purchase, acquisition or redemption of all outstanding shares of First Preferred Stock) any shares of First Preferred Stock.

6. Voting Rights. (a) Each share of First Preferred Stock shall have the right and power to vote on any question in any proceeding and to be represented at and to receive notice of any meeting of stockholders. The holders of the First Preferred Stock shall be entitled to one vote for each share held. The holders of the

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First Preferred Stock shall not be entitled to vote as a separate class, except as expressly provided in this Certificate of Incorporation and except as otherwise at the time required by law.

(b) (i) If at any time (x) cumulative dividends on the First Preferred Stock shall be in arrears for four (4) or more quarterly dividend periods, and (y) the holders of a majority of the outstanding shares of First Preferred Stock shall have given written notice of such arrears to the Board of Directors of the corporation, and (z) all such quarterly dividend arrears on the First Preferred Stock shall not have been paid within six months following the date such written notice was received by the Board of Directors, the occurrence of such contingency shall mark the beginning of a period (herein called a "Default Period") which shall extend until all quarterly dividends for all previous quarter-annual dividend periods and dividends for the then current quarter-annual dividend period, if due, on all shares of First Preferred Stock at the time outstanding shall have been paid or declared and set apart for payment.

(ii) During any Default Period, the holders of the First Preferred Stock, voting separately as a single class, shall have the right, at each meet-

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ing of stockholders at which directors are to be elected, to elect the smallest number of directors which shall constitute a majority of the whole Board of Directors of the corporation. If the holders of the First Preferred Stock shall exercise such right, the remaining members of the Board of Directors shall be elected by the holders of the First Preferred Stock and Common Stock, voting together as a single class.

(iii) At the time of any meeting held in accordance with the provisions of Section 6(b) (ii) of this Article FOURTH, Part I, if there are not then existing sufficient vacancies on the Board of Directors to permit the holders of the First Preferred Stock, voting separately as a single class, to elect a majority of the whole Board of Directors, then, any of the provisions of the Certificate of Incorporation or of the By-laws of the corporation to the contrary notwithstanding, the then authorized number of members of the Board of Directors shall be automatically increased by that number which, together with any existing vacancies, shall provide a sufficient number of vacancies to permit such holders to elect that number of directors which they are then

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entitled to elect. Upon the termination of the Default Period which gave rise to the rights of the holders of the First Preferred Stock to elect directors, the number of members of the Board of Directors shall be automatically reduced to the number of directors otherwise then provided for in the By-laws or by the Board of Directors.

(iv) Whenever the holders of the First Preferred Stock shall be entitled, voting separately as a single class, to elect a majority of the whole Board of Directors, unless the next annual meeting of stockholders is to be held within 30 days thereafter, a special meeting of the shareholders shall be held upon notice, as provided in the By-laws, upon call by the Secretary of the corporation at the request in writing of any holder of First Preferred Stock addressed to the Secretary at the principal office of the corporation, or if the Secretary shall fail or refuse to call such meeting, then upon call by the holders of not less than 5% of the outstanding shares of the First Preferred Stock. At any such special meeting, or at any annual meeting held during any Default Period, the holders of a majority of the outstanding shares of First Preferred Stock then entitled to vote for the election of directors, present in

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person or by proxy, shall constitute a quorum for the election of directors to be elected by holders of the First Preferred Stock voting separately as a single class. The absence of a quorum of the holders of First Preferred Stock entitled to vote at such meeting for the election of directors shall not affect the exercise by the holders of the First Preferred Stock of such voting rights.

(v) The directors elected by the holders of the First Preferred Stock, voting separately as a single class, shall continue in office until the next annual meeting of stockholders or until their respective successors have been elected by the holders of the First Preferred Stock and shall have qualified, or until the expiration of the Default Period, whichever shall first occur. Any vacancies in the office of directors so elected shall be filled in the following manner (except as otherwise required by applicable law): the remaining director or directors theretofore elected by the holders of the First Preferred Stock, voting separately as a single class, shall have the power, by a majority vote, to nominate a successor to fill such vacancy and thereupon the Board of Directors shall have the power, by a majority vote of those present at a duly convened meeting of the Board of Directors, to elect the person so nominated, to fill the vacancy. If such vacancy shall not be filled within 30 days after

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the vacancy shall occur, then a successor to fill such vacancy may be elected by the holders of the First Preferred Stock voting separately as a single class, at any special meeting of the stockholders of such class called for the purpose or at any annual meeting of stockholders held during the Default Period. Such special meeting may be called and notice thereof may be given by any holder of First Preferred Stock. Such notice shall be given within such time as may be required for the notice of annual meetings of stockholders. Directors so elected to fill such vacancies shall hold office until the next annual meeting of stockholders, or until their respective successors have been duly elected and shall have qualified, or until the expiration of the Default Period, whichever event shall first occur. Directors elected by the holders of the First Preferred Stock, voting separately as a single class, shall be subject to removal only by the holders of the First Preferred Stock so long as any such Default Period shall continue.

(c) In addition, at any time during any Default Period the holders of the First Preferred Stock voting separately as a single class may approve or consent to the dissolution of the corporation pursuant to Section 275 of the General Corporation Law of the State of Delaware.

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7. Preference on Liquidation. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of the Second Preferred Stock or the Common Stock, the holders of the First Preferred Stock shall be entitled to be paid \$10,000 per share for each share of First Preferred Stock held plus an amount equal to all accrued and unpaid dividends thereon (whether or not earned or declared) to the date payment is made available to the holders thereof. On any liquidation, if the assets of the corporation, or proceeds thereof, distributable among the holders of shares of First Preferred Stock shall be insufficient to pay such amount in full, then such assets, or the proceeds thereof, shall be distributed among such holders ratably in accordance with the respective amounts which would be payable on such shares if the assets or the proceeds thereof were sufficient to make payment in full. A consolidation or merger of the corporation with or into any other corporation or corporations or a sale of all or substantially all of the assets of the corporation shall not be construed as a liquidation, dissolution or winding up of the corporation within the meaning hereof.

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8. Other Restrictions. So long as any of the First Preferred Stock is outstanding, the corporation shall not (i) amend, alter or repeal any of the provisions hereof so as to affect adversely the rights, powers or preferences of the First Preferred Stock or of the holders thereof; (ii) create or authorize any shares of any class or series of stock ranking prior to the First Preferred Stock in respect of dividends or distributions of assets; (iii) increase the authorized amount of First Preferred Stock; (iv) create or authorize any class or series of stock ranking on a parity with the First Preferred Stock in respect of dividends or distributions of assets (unless such shares are to be issued solely in order to effect the retirement of shares of First Preferred Stock); or (v) sell, lease exchange or transfer, or otherwise dispose of, all or substantially all of its property and assets, or merge or consolidate with or into any other corporation or corporations (other than any mortgage, pledge or other hypothecation of property of the corporation, or any merger or consolidation of the corporation with or into another corporation, all of the outstanding capital stock of which at the time of such merger or consolidation is owned by the corporation), without in each case the consent of the holders of at least a majority of the total number of outstanding shares of the First Preferred Stock voting as a class, given in person or by proxy, at

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a meeting called for that purpose.

9. Cancellation of Shares. Shares of the First Preferred Stock which have been issued and subsequently reacquired in any manner shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be cancelled and may not thereafter be reissued.

10. Miscellaneous. The shares of the First Preferred Stock shall not have any preferences, limitations or other special rights and powers other than as set forth herein.

Part II. Second Preferred Stock

1. Priority. The Second Preferred Stock, with respect to both dividends and distributions of assets, shall rank junior to the First Preferred Stock and shall rank prior to the Common Stock.

2. Dividends. The holders of the Second Preferred Stock shall be entitled to receive, out of any funds legally available for the purpose, when and as declared by the Board of Directors, cumulative preferential dividends in cash at the rate of \$800 per share per annum, and no more, which shall accrue and be payable quarterly on the first day of April, July, October and January in each year. Dividends on the Second Preferred Stock shall be cumulative with respect to each share from the date of original issue. Accumulations of dividends shall not bear interest.

3. Restrictions With Respect to Other Stock. So long as any shares of Second Preferred Stock shall remain outstanding, no dividends in cash, stock or otherwise (except for dividends payable in shares of Common Stock), shall be paid or declared on the Common Stock, nor shall any distribution be made on any shares of Common Stock, nor shall any shares of Common Stock be purchased, redeemed, retired or otherwise acquired for a valuable consideration by the corporation, unless all dividends on the Second Preferred Stock for all past quarterly dividend periods and for the current quarterly dividend period shall have been paid, or shall have been declared and a sum sufficient for the payment thereof set apart.

4. Redemption. Subject to the provisions of Section 3 of Article FOURTH, Part I and the provisions of Section 5 of this Article FOURTH, Part II, the corporation, at its option, at any time may redeem the whole or any part of the Second Preferred Stock, by the payment in cash of \$10,000 per share for each share of Second Preferred Stock to be redeemed, plus an amount equal to all accrued and unpaid cumulative dividends thereon, whether or not declared or earned, to the date of such redemption (the total of such \$10,000 and such accrued and unpaid dividends being herein called the "Second Preferred Redemption Price"). In the event the corporation shall elect to redeem less than all of the Second Preferred Stock then outstanding, the corporation may select the shares to be redeemed by lot:

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or pro rata or in any other equitable manner as the Board of Directors shall determine.

Notice of any proposed redemption of the Second Preferred Stock shall be given by the corporation by mailing a copy of such notice at least 30 days prior to the date fixed for redemption (the "Second Preferred Redemption Date") to each holder of record of the Second Preferred Stock to be redeemed, at such holder's address as the same shall appear on the books of the corporation as of the date such notice is given. Said notice shall specify the shares called for redemption, the Second Preferred Redemption Price and the Second Preferred Redemption Date. The holder or holders of shares of Second Preferred Stock to be redeemed shall deliver to the corporation, at its principal place of business, on or after the Second Preferred Redemption Date, the certificate or certificates representing such shares, properly endorsed for transfer to the corporation, against payment of the Second Preferred Redemption Price of such shares in cash. Any Federal or State documentary stamp tax payable on the transfer to the corporation of the shares to be redeemed shall be paid by the corporation. The Board of Directors may cause the transfer books of the corporation to be closed as to the shares of Second Preferred Stock to be redeemed. If notice of redemption shall have been given as aforesaid, and if on or before the Second Preferred Redemption Date the funds necessary for such redemption shall have been deposited by

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the corporation in trust for the account of the holders of the Second Preferred Stock to be redeemed, with a bank or trust company in good standing organized under the laws of the United States of America or of any State thereof, with capital and surplus of not less than \$10,000,000, designated in such notice of redemption, with irrevocable instructions and authority to pay the Second Preferred Redemption Price to the holders of the shares of Second Preferred Stock so called for redemption, upon surrender of the certificates therefor, then from and after the Second Preferred Redemption Date, notwithstanding that any certificates for such shares shall not have been surrendered for cancellation, such shares shall be deemed to be no longer outstanding, the right to receive cumulative dividends thereon shall cease to accrue from and after the Second Preferred Redemption Date and the holders of such shares shall have no further rights as such holders or interest or claim against the corporation with respect to such shares, except the right to receive payment of the Second Preferred Redemption Price of such shares without interest upon delivery of the certificates for such shares in the manner provided in this Section 4.

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5. Restrictions With Respect to Acquisitions of Second Preferred Stock. So long as any of the Second Preferred Stock is outstanding, unless all dividends on the Second Preferred Stock for all past quarterly dividend periods shall have been paid, or declared and a sum sufficient for the payment thereof set apart, the corporation shall not purchase or otherwise acquire for a valuable consideration or redeem (except in the case of the purchase, acquisition or redemption of all outstanding shares of Second Preferred Stock) any shares of Second Preferred Stock.

6. Voting Rights. The holders of the Second Preferred Stock shall not be entitled to vote, except as expressly provided in this Certificate of Incorporation, and except as otherwise at the time required by law.

7. Preference on Liquidation. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Second Preferred Stock shall be entitled to be paid \$10,000 per share for each share of Second Preferred Stock held plus an amount equal to all accrued and unpaid dividends thereon (whether or not earned or declared)

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to the date payment is made available to the holders thereof. On any liquidation, if the assets of the corporation or proceeds thereof, distributable among the holders of shares of Second Preferred Stock shall be insufficient to pay such amount in full, then such assets, or the proceeds thereof, shall be distributed among such holders ratably in accordance with the respective amounts which would be payable on such shares if the assets or the proceeds thereof were sufficient to make payment in full. A consolidation or merger of the corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the corporation shall not be construed as a liquidation, dissolution or winding up of the corporation within the meaning hereof.

8. Other Restrictions. So long as any of the Second Preferred Stock is outstanding, the corporation shall not (i) amend, alter or repeal any of the provisions hereof so as to affect adversely the rights, powers or preferences of the Second Preferred Stock or of the holders thereof; (ii) increase the authorized amount of First Preferred Stock or create or authorize any shares of any new class or series of stock ranking prior to the Second Preferred Stock in respect of dividends or distributions of assets (unless such shares are to be issued solely in order to effect the retirement of shares of First Preferred Stock); (iii) increase the authorized amount of Second Preferred Stock; (iv) create or authorize any class or series of stock ranking on a parity with the

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Second Preferred Stock in respect of dividends or distributions of assets (unless such shares are to be issued solely in order to effect the retirement of shares of Second Preferred Stock or any shares ranking prior to or on a parity with the Second Preferred Stock in respect of dividends and distributions of assets); or (v) sell, lease, exchange or transfer, or otherwise dispose of, all or substantially all of its property and assets, or merge or consolidate with or into any other corporation or corporations (other than any mortgage, pledge or other hypothecation of property of the corporation, or any merger or consolidation of the corporation with or into another corporation, all of the outstanding capital stock of which at the time of such merger or consolidation is owned by the corporation), without in each case the consent of the holders of at least a majority of the total number of outstanding shares of the Second Preferred Stock voting as a class, given in person or by proxy, at a meeting called for that purpose.

9. Cancellation of Shares. Shares of the Second Preferred Stock which have been issued and subsequently reacquired in any manner shall (upon compliance with any applicable provisions of the laws of the State of Delaware) be cancelled and may not thereafter be reissued.

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10. Miscellaneous. The shares of the Second Preferred Stock shall not have any preferences, voting rights, limitations or other special rights and powers other than as set forth herein.

Part III. Common Stock

1. Dividends. Subject to the prior and superior rights of the holders of First Preferred Stock and Second Preferred Stock, the holders of the Common Stock shall be entitled to receive such dividends (payable in cash, securities or otherwise) as may be declared by the Board of Directors and paid on the Common Stock from time to time out of any funds legally available therefor.

2. Voting Rights. Subject to the voting rights conferred on the First Preferred Stock, and Second Preferred Stock, the Common Stock shall possess full voting power for all purposes and in the exercise of such voting power the Common Stock shall be entitled to one vote for each share held.

3. Liquidation. In the event of any liquidation, dissolution or winding up of the corporation after payment has been made in full to the holders of the First Preferred Stock and the Second Preferred Stock then outstanding of the preferential amounts to which they may respectively be entitled, the remaining assets of the corporation shall be distributed ratably among the holders of the Common Stock then outstanding

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according to their respective shares.

FIFTH: The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Mailing Address</u>
Edgar L. Taplin, Jr.	Suite 853 25 Broadway New York, New York 10004

SIXTH: The original By-Laws of the corporation shall be adopted by the incorporator.

Unless otherwise provided in the By-Laws of the corporation, elections of directors need not be by written ballot.

SEVENTH: Whenever a compromise or arrangement is proposed between the corporation and its creditors or any class of them and/or between the corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the corporation under the provisions of Section 291 of the General Corporation Law of the State of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the corporation under the provisions of Section 279 of the General

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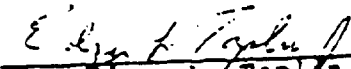
Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the corporation, as the case may be, and also on the corporation.

EIGHTH: Each person who at any time is, or shall have been a director or officer of the corporation, and is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is, or was, a director or officer of the corporation, or served at the request of the corporation as a director, officer, employee, trustee

60026

or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any such action, suit or proceeding to the full extent provided under subsections (a) through (e) of Section 145 of the General Corporation Law of the State of Delaware. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which such director, officer, employee or agent may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise.

IN WITNESS WHEREOF, I have made, signed and acknowledged this Certificate of Incorporation this 15th day of March , 1978.


Edgar L. Taplin, Jr.

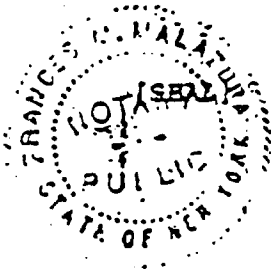
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STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that, on *March 15, 1978*,
before me, a Notary Public authorized to take acknowledgments of deeds by the laws of the place where the foregoing Certificate of Incorporation was executed, personally came EDGAR L. TAPLIN, JR., the incorporator who signed the foregoing Certificate of Incorporation, known to me personally to be such, and he acknowledged the same to be his act and deed and that the facts stated therein are true.

GIVEN UNDER MY HAND AND SEAL on *March 15,*
1978.

Frances M. Malazora
Notary Public



FRANCES M. MALAZORA
NOTARY PUBLIC, STATE OF NEW YORK
No. 41-544760
Qualified in *Orange* County
Cert. Filed in N. Y. & Nassau Co.
Commission Expires March 30, 1979

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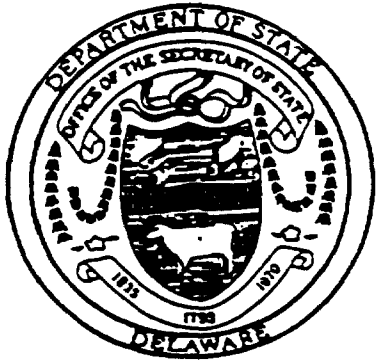


State
of
DELAWARE



Office of **SECRETARY OF STATE**

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Merger
filed in this office on December 29, 1983



Michael Harkins
Michael Harkins, Secretary of State

BY: C. Faustner

DATE: October 22, 1991

FILED

DEC 29 1983

10 A.M.

[Signature]
SECRETARY OF STATE

CERTIFICATE OF MERGER
OF
IMPERIAL KNIFE ASSOCIATED COMPANIES, INC.
SCHRADE CUTLERY CORP.
IMPERIAL KNIFE CO., INC.
IMPERIAL INTERNATIONAL CORP.
THE KNIFE SHOP OUTLET, INC.
INTO
ALBERT M. BAER CORP.

.....

The undersigned corporation ALBERT M. BAER CORP.
 DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
IMPERIAL KNIFE ASSOCIATED COMPANIES, INC.	Rhode Island
SCHRADE CUTLERY CORP.	New York
IMPERIAL KNIFE CO., INC.	Rhode Island
IMPERIAL INTERNATIONAL CORP.	New York
THE KNIFE SHOP OUTLET, INC.	New York

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is ALBERT M. BAER CORP. which shall herewith be changed to IMPERIAL SCHRADE CORP., a Delaware corporation.

FOURTH: That the amendments or changes in the Certificate of Incorporation of ALBERT M. BAER CORP., a Delaware corporation, which is the surviving corporation, that are to be effected by the merger are as follows:

FIRST: The name of the corporation is IMPERIAL SCHRADE CORP.

[Handwritten mark]

B. Article FOURTH of the Certificate of Incorporation which sets forth the number and kinds of authorized shares is hereby amended to read as follows:

"FOURTH: the aggregate number of shares which the corporation shall have authority to issue is 5,000,000 shares consisting of 2,000,000 shares of 7% preferred stock par value \$1.20 per share, 10 years non cumulative and 3,000,000 shares of common stock, no par value. The designations relative rights, preferences and limitations of each class of stock are as follows:

A. The voting power of the corporation shall be vested equally in the preferred and common shareholders and each share of issued and outstanding preferred shares and common shares shall be entitled to one vote.

B. The preferred shares shall entitle the holder thereof to receive out of any funds legally available for the purpose, when and as declared by the Board of Directors, preferential dividends in cash at the rate of 7% per annum payable annually before any dividend shall be set aside or paid on the common shares for that year.

The dividends payable to the preferred shareholders shall be non cumulative for a period of 10 years from the date hereof and shall thereafter be cumulative.

C. Subject to the prior and surplus rights of the holders of the preferred stock the holders of the common stock shall be entitled to receive such dividends (payable in cash, securities or otherwise) as may be declared by the Board of Directors and paid on the common stock from time to time out of funds legally available therefor.

D. In case of liquidation, dissolution or distribution of assets of the corporation, the holders of the preferred shares shall be paid the par value of such preferred shares plus an amount equal to all accrued and unpaid cumulative dividends thereon before any amount shall be paid to the holders of the common shares. After payment of the par value of such preferred shares to the holders thereof the balance of the assets and funds of the corporation shall be distributed among the holders of the common shares.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 1776 Broadway, New York City, New York 10011.

SIXTH: That a copy of the agreement of merger will be furnished on request and without cost to any stockholder of any constituent corporation.

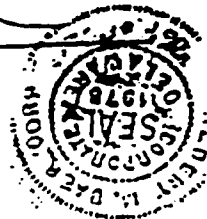
SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number Of Shares	Par value per share or statement that shares are without par value
IMPERIAL KNIFE ASSOCIATED COMPANIES, INC.	1st Preferred 5% cumulative	1500	\$ 1,000.00
	2nd Preferred 5% cumulative	500	10.00
	common	23500	100.00
SCHRADE CUTLERY CORP.	Preferred	500	100.00
	common	2000	No par value
IMPERIAL KNIFE CO., INC.	Preferred 5% cumulative	3500	100.00
	common	5000	No par value
IMPERIAL INTERNATIONAL CORP.	Preferred	1000	100.00
	common	300	No par value
THE KNIFE SHOP OUTLET, INC.	common	200	No par value

Dated: December 22, 1963

ALBERT M. RAER CORP.

By [Signature]
President
Albert M. Raer



ATTEST:

By _____
Assistant Secretary

December 22, 1963

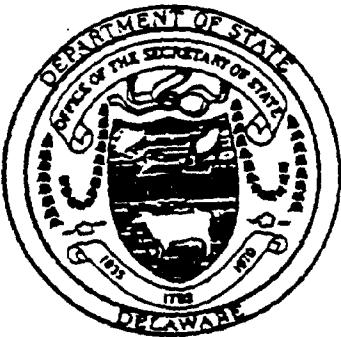


State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on December 11, 1984



Michael Harkins

Michael Harkins, Secretary of State

BY: _____

C. Farber

DATE: _____

October 22, 1991

8403460101

DEC 11 1984 10 AM

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
IMPERIAL SCHRADE CORP.

John C. [Signature]
SECRETARY OF STATE

IMPERIAL SCHRADE CORP. a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Imperial Schrade Corp. held on December 4, 1984 resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of such corporation, declaring said amendment to be advisable and calling a meeting of the Stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended changing Article FOURTH thereof so that, as amended said Article shall be and read as follows:

"FOURTH: the aggregate number of shares which the corporation shall have authority to issue is 5,000,000 shares consisting of 2,000,000 shares of 7% preferred stock par value \$1.20 per share, 10 years non cumulative and 3,000,000 shares of common stock, \$3.04 par value. The designations relative rights, preferences and limitations of each class of stock are as follows:

A. The voting power of the corporation shall be vested equally in the preferred and common shareholders and each share of issued and outstanding preferred shares and common shares shall be entitled to one vote.

B. The preferred shares shall entitle the holder thereof to receive out of any funds legally available for the purpose, when and as declared by the Board of Directors, preferential dividends in cash at the rate of 7% per annum payable annually before any dividend shall be set aside or paid on the common shares for that year.

The dividends payable to the preferred shareholders shall be non cumulative for a period of 10 years from the date hereof and shall thereafter be cumulative.

C. Subject to the prior and surplus rights of the holders of the preferred stock the holders of the common stock shall be entitled to receive such dividends (payable in cash, securities or otherwise) as may be declared by the Board of Directors and paid on the common stock from time to time out of funds legally available therefor.

D. In case of liquidation, dissolution or distribution of assets of the corporation, the holders of the preferred shares shall be paid the par value of such preferred shares plus an amount equal to all accrued and unpaid cumulative dividends thereon before any amount shall be paid to the holders of the common shares. After payment of the par value of such preferred shares to the holders thereof the balance of the assets and funds of the corporation shall be distributed among the holders of the common shares."

SECOND: That thereafter, pursuant to resolution of its Board of Directors a Special Meeting of the Stockholders of said corporation was duly called and held upon written Waiver of Notice signed by all Stockholders at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: The said amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said IMPERIAL SCHRADE CORP. has caused this Certificate to be signed by Albert M. Baer

Chairman of the Board of Directors and attested by Jessie Corr
its Secretary this 1st day of December, 1984.

IMPERIAL SCHRADE CORP.

By [Signature]
Chairman of the Board of Directors

ATTEST:

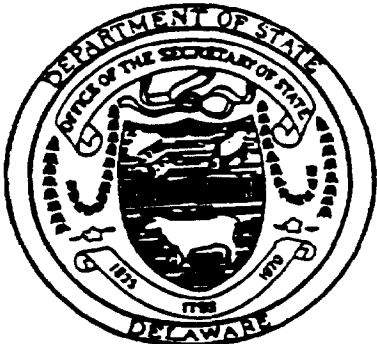
By [Signature]
Secretary



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on August 8, 1988



Michael Harkins
Michael Harkins, Secretary of State
BY: C. Faulkner
DATE: October 22, 1991

888221049

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

OF

IMPERIAL SCHRADER CORP.

9:20m
FILED

AUG 8 1968

[Signature]

1968

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is IMPERIAL SCHRADER CORP.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article SEVENTH thereof, in its entirety, and by substituting in lieu of said Article the following:

"SEVENTH: Deleted in its entirety and all other articles shall be renumbered accordingly."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware. Prompt written notice of the adoption of the amendments herein certified has been given to those stockholders who have not consented in writing thereto, as provided in Section 228 of the General Corporation Law of the State of Delaware.

Signed and attested to on July 11, 1968.

[Signature]
Walter A. Gardiner, President

Attest:

[Signature]
Karla B. Baer, Secretary

2188/CERTAMEN

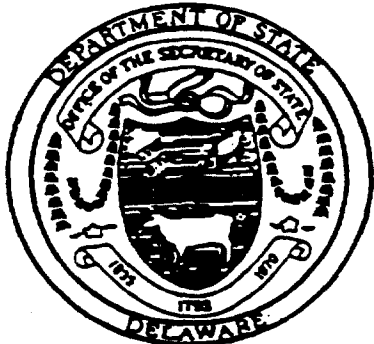
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State
of
DELAWARE

Office of **SECRETARY OF STATE**

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on November 7, 1990



Michael Harkins
Michael Harkins, Secretary of State

BY: C. Faulkner

DATE: October 22, 1991

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
IMPERIAL SCHRADER CORP.

It is hereby certified that:

1. The name of the corporation (the "Corporation") is IMPERIAL SCHRADER CORP.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article EIGHTH thereof, in its entirety, and by substituting in lieu of said Article the following new Article EIGHTH:

"EIGHTH: A. Elimination of Certain Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

B. Indemnification and Insurance.

(a) Right to Indemnification Each person who was or is made a party or is threatened to be made a party or is involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an

official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director

or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Right of Claimant to Bring Suit. If a claim under paragraph (a) of this Section B is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard or conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in

defending a proceeding in advance of its final disposition conferred in this Section B shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.


(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted by unanimous written consent in accordance with the provision of Section 228 and 242 of the General Corporation Law of the State of Delaware.

Signed and attested to on April 10, 1990.


Walter A. Gardiner, President

ATTEST:


Karla B. Baer, Secretary

1758/2:CofI

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF CHANGE OF ADDRESS OF REGISTERED AGENT AS IT APPLIES TO "IMPERIAL SCHRADE CORP." AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 1984, AT 4:30 O'CLOCK P.M.



912955340

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3218556

DATE: 10/22/1991

3402090029
CERTIFICATE OF CHANGE OF ADDRESS OF

FILED
JUL 27 1984 P.M.

REGISTERED OFFICE AND OF REGISTERED AGENT

PURSUANT TO SECTION 134 OF TITLE 8 OF THE DELAWARE CODE

Thomas C. Kelly
REGISTERED AGENT

To: DEPARTMENT OF STATE
Division of Corporations
Townsend Building
Federal Street
Dover, Delaware 19903

Pursuant to the provisions of Section 134 of Title 8 of the Delaware Code, the undersigned Agent for service of process, in order to change the address of the registered office of the corporations for which it is registered agent, hereby certifies that:

1. The name of the agent is: The Corporation Trust Company
 2. The address of the old registered office was:
100 West Tenth Street
Wilmington, Delaware 19801
 3. The address to which the registered office is to be changed is:
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801
- The new address will be effective on July 30, 1984.
4. The names of the corporations represented by said agent are set forth on the list annexed to this certificate and made a part hereof by reference.

IN WITNESS WHEREOF, said agent has caused this certificate to be signed on its behalf by its Vice-President and Assistant Secretary this 25th day of July, 1984.

THE CORPORATION TRUST COMPANY
(Name of Registered Agent)

By *Verges Colwell*
(Vice-President)

ATTEST:

Therese M. Kelly
(Assistant Secretary)