

04-26-2001

REGISTRATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



# TRADEMARKS ONLY

101688984

Documents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Armour Industries, Inc.

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation-State ILLINOIS  
 Other

Additional names(s) of conveying party(ies)  Yes  No

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

Name: Lucas Automation & Control Engineering, Inc.  
Internal Address:  
Street Address: 1000 Lucas Way, Building B  
City: Hampton State: VA Zip: 23606

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

If assignee is not domiciled in the United States, a domestic Designation is  Yes  No  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement             Change of Name  
 Other: Distribution of Assets

Execution Date: October 5, 1998

4. Application number(s) or registration numbers(s):  
If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No. (s)	B. Trademark Registration No.(s)
	917,578
	1,093,644
	1,079,757

Additional numbers attached?  Yes  No

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

Name: Peter B. Sorell, Esq.

Internal Address:  
Brown, Rudnick, Freed & Gesmer, P.C.  
Box IP, 18<sup>th</sup> Floor

Street Address:  
One Financial Center

City: Boston State: MA Zip: 02111

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41):.....\$90.00

Enclosed - Any excess or insufficiency should be credited or debited to deposit account:  
 Authorized to be charged to deposit account

8. Deposit account number: 50-0369

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.

Peter B. Sorell (44,349)  
Name of Person Signing

Signature

April 12, 2001  
Date

Total number of pages including cover sheet, attachments, and document: **5**

**SECRETARY'S CERTIFICATE**

**LUCAS AUTOMATION & CONTROL ENGINEERING INC.**

I, JAMES ZIGEL, do hereby certify that I am the duly elected and acting Secretary of Lucas Automation & Control Engineering, Inc., a Virginia corporation (the "Company"). I do further certify that:

(a) attached hereto as Exhibit "A" is a true and correct copy of resolutions duly adopted by written consent of the sole director of the Company dated October 5, 1998, in accordance with the Articles of Incorporation and Bylaws of the Company, as amended, and the laws of the Commonwealth of Virginia, and that said resolutions have not been rescinded or modified and are in full force and effect on the date of this certificate;

(b) attached hereto as Exhibit "B" is a true and correct copy of a resolution duly adopted by written consent of the sole shareholder of the Company dated June 3, 1998, in accordance with the Articles of Incorporation and Bylaws of the Company, as amended, and the laws of the Commonwealth of Virginia, and that said resolutions have not been rescinded or modified and remain in full force and effect on the date of this certificate.

(c) the following named persons were duly elected to and are validly acting in the offices listed opposite their names:

<b>NAME</b>	<b>TITLE</b>
Robert Davies	President
Robert DeWelt	Vice President
James Zigel	Secretary
Mark Skesavage	Treasurer

IN WITNESS WHEREOF, I have executed this Certificate this 5th day of October, 1998.


  
\_\_\_\_\_  
James Zigel, Secretary, Lucas Automation  
& Control Engineering, Inc.

EXHIBIT "A"

WRITTEN CONSENT

OF SOLE DIRECTOR OF

LUCAS AUTOMATION & CONTROL ENGINEERING, INC.

Dated as of October 5, 1998

The undersigned, being the sole director of **LUCAS AUTOMATION & CONTROL ENGINEERING, INC.**, a Virginia corporation (the "Company"), does hereby consent, in writing, pursuant to Section 13.1-685 of the Virginia Stock Corporation Act, to the adoption of, and does hereby adopt, the following resolutions:

**WHEREAS**, the Company desires to buy all the issued and outstanding stock of **ARMOUR INDUSTRIES, INC.**, an Illinois corporation pursuant to that certain Stock Purchase Agreement (the "Agreement"), and

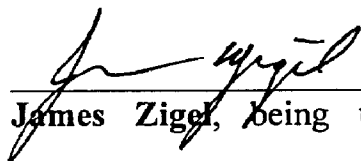
**WHEREAS**, the Board of Directors of the Company believes that the transactions contemplated by the Agreement are in the best interest of the Company;

**NOW, THEREFORE, BE IT RESOLVED**, that the Agreement be, and hereby is approved and adopted in its entirety, subject to such changes thereto as the individual authorized to execute such Agreement shall approve, such approval to be conclusively evidenced by such individual's execution thereof.

**FURTHER RESOLVED**, that the President, Vice President or Secretary of the Company, or any individual granted a power of attorney by such officer, be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to execute and deliver the Agreement substantially in the form presented to this Board of Directors, with such changes thereto as the officer or attorney-in-fact executing the same shall approve, the execution and delivery thereof by such individual to constitute conclusive evidence of such approval and that the same are in accordance with this resolution and constitute the acts of the Company.

**FURTHER RESOLVED**, that each of the officers of the Company, or any individual granted a power of attorney by any such officer, be, and he hereby is, authorized and empowered, in the name of and on behalf of the Company, to execute and deliver all such additional instruments and documents and to perform such additional acts as may be necessary or desirable in order to consummate the transactions contemplated by the Agreement, the execution and delivery of any such instrument or document or the taking of any such action by each individual to constitute conclusive evidence that the same is in accordance with this resolution and constitutes the act of the Company.

**FURTHER RESOLVED**, that all acts and things whether heretofore or hereafter done or performed by any of the officers of this Company in connection with the transactions contemplated by the Agreement be and the same are hereby in all respects ratified, confirmed and approved.

  
\_\_\_\_\_  
James Zigel, being the sole director of the

Company

EXHIBIT "B"

WRITTEN CONSENT

OF SOLE SHAREHOLDER OF

LUCAS AUTOMATION & CONTROL ENGINEERING, INC.

Dated October 5, 1998

The undersigned, being the sole shareholder of LUCAS AUTOMATION & CONTROL ENGINEERING, INC., a Virginia corporation (the "Company"), does hereby consent, in writing, pursuant to Section 13.1-657 of the Virginia Stock Corporation Act, to the adoption of, and does hereby adopt, the following resolution:

**WHEREAS**, the Board of Directors of the Company has determined that it is in the best interest of the Company to buy all the issued and outstanding stock of ARMOUR INDUSTRIES, INC., an Illinois corporation, in accordance with that certain Stock Purchase Agreement (the "Agreement"), substantially in the form submitted and reviewed by the Board of Directors of the Company;

**WHEREAS**, the Board of Directors of the Company has approved and adopted the Agreement and the transactions contemplated thereby, subject to such additions, deletions and changes as the authorized officers or agents of the Company shall consent to; and

**WHEREAS**, the Board of Directors of the Company has submitted the Agreement and the transactions contemplated therein to the sole shareholder of the Company for its approval;

**NOW, THEREFORE, BE IT RESOLVED**, that the Agreement and the transactions contemplated thereby are hereby ratified, approved and adopted.

KELSEY-HAYES COMPANY

By: \_\_\_\_\_

  
JAMES ZIGEL

Its: Assistant Secretary

being the sole shareholder of said corporation