

05-09-2001

Atty. Docket No. CAS04 A-379
Document ID No.: 101598065

FORM PTO-1594



101709358

SHEET
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies).

Castex Incorporated

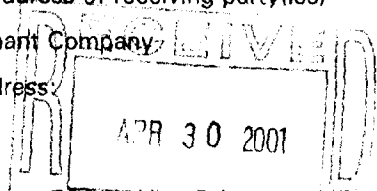
4-30-01

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

2. Name and address of receiving party(ies)

Name: Tennant Company

Internal Address:



Street Address: 701 N. Lilac Drive

City: Minneapolis State: MN ZIP: 55440

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

3. Nature of conveyance:

Assignment Merger
Security Agreement Change of Name
Other _____

Execution Date: November 27, 2000

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is

A. Trademark Application No. 75/717,353;
75/717,354

B. Trademark Registration No.(s)
1,730,664; 2,231,890; 1,665,687;

Additional numbers attached? Yes No

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

Name: Marcus P. Dolce

Address: Price, Heneveld, Cooper,
DeWitt & Litton

Street Address: Post Office Box 2567

City: Grand Rapids State: MI ZIP: 49501

05/09/2001 GTOM11 00000001 75717353

01 FC:481 40.00 OP
02 FC:482 300.00 OP

DO NOT USE THIS SPACE

6. Total number of applications and registrations involved: 13

7. Total fee (37 C.F.R. § 3.41).....\$480.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number:

16-2463
(Attach duplicate copy of this page if paying by deposit account)

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.

Marcus P. Dolce
Name of Person Signing

Marcus Dolce
Signature

April 26, 2001
Date

8

Refund Ref: 05/09/2001 GTOM11 0000104964

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

CHECK Refund Total:

\$140.00

mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002291 FRAME: 0561

Additional Trademark Registration Nos.

1,560,495

1,781,249

1,807,245

2,209,779

2,263,716

2,363,118

2,280,025

2,405,422

Additional Trademark Registration Nos.

1,560,495

1,781,249

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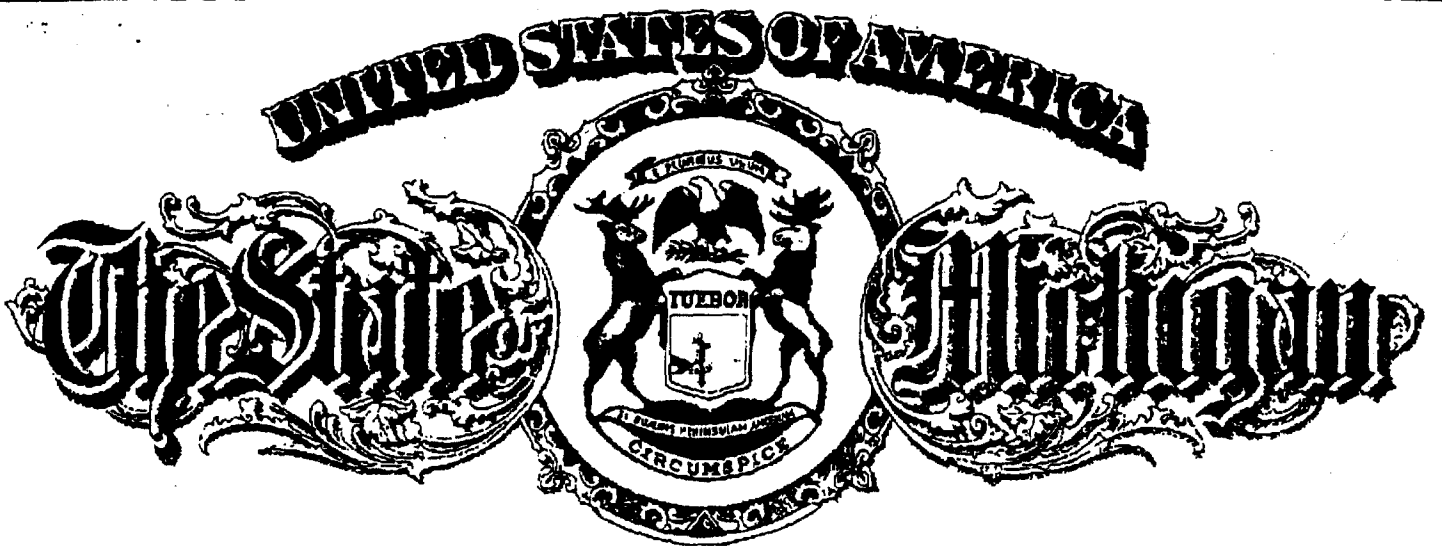
2,209,779

2,263,716

2,363,118

2,280,025

2,405,422



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29th day of November, 2000.

, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES

Date Received
NOV 29 2000

(FOR BUREAU USE ONLY)

FEE PAID - 2-3261103-1
12/27/00 \$62.50

FILED

NOV 29 2000

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

517-663-2525 Ref # 08583
Attn: Cheryl J. Bixby
MICHIGAN RUNNER SERVICE
P.O. Box 266
Eaton Rapids, MI 48827

Administrator
BUREAU OF COMMERCIAL SERVICES

EFFECTIVE DATE: January 1, 2001 @ 12:01 a.m. CST
Expiration date for new assumed names: December 31, a.m.
Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

Castex Incorporated

065-574

Tennant Company

629-622

b. The name of the surviving corporation and its identification number is:

Tennant Company

629-622

c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
Castex Incorporated	1,000 (Common Stock)	1,000 (Common Stock)

MINDA LINDSEY C. STANLEY

KM

17 500 SEAL APPEARS ONLY ON ORIGINAL

d. The manner and basis of converting the shares of each constituent corporation is as follows:

See Attachment

e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

None

f. Other provisions with respect to the merger are as follows:

See Attachment

2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

3. (Delete if not applicable)

~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)~~ DELETE

4. (Delete if not applicable)

~~The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)~~ DELETE

5. (Complete only if an effective date is desired other than the date of filing)

The merger shall be effective on the 1st day of January, 2001, at 12:01 am CST.

Signed this 27th day of November, 2000

TENNANT COMPANY

(Name of parent corporation)

By

(Signature of an authorized officer or agent)

James J. Seifert, Vice President, General Counsel & Secretary

(Type or Print Name)

Tennant Company

Resolutions of the Board of Directors

November 16, 2000

WHEREAS, Tennant Company, a Minnesota corporation (the "Company"), owns 100% of the issued and outstanding capital stock of Castex Incorporated, a Michigan corporation (the "Subsidiary"), consisting of 1,000 shares of Common Stock, \$.01 par value; and

WHEREAS, the Company desires to effect the merger of the Subsidiary with and into the Company (the "Merger") pursuant to Sections 302A.621 and 302A.651 of the Minnesota Business Corporation Act and Sections 450.1711 and 450.1735 of the Michigan Business Corporation Act; and

WHEREAS, the Company shall be the surviving corporation of such Merger.

NOW, THEREFORE, IT IS HEREBY

RESOLVED, that the Subsidiary be merged with and into the Company in accordance with the statutes listed above, and in accordance with the further resolutions set forth below (which resolutions shall constitute the Plan of Merger).

RESOLVED FURTHER, that the Merger shall become effective at 12:01 a.m. CST, on January 1, 2001 (the "Effective Time").

RESOLVED FURTHER, that at the Effective Time of the Merger, all of the outstanding shares of common stock of the Subsidiary owned by the Company shall be cancelled, and no securities of the Company or any other corporation, or any money or other property, shall be issued to the Company in exchange therefor.

RESOLVED FURTHER, that the outstanding shares of common stock of the Company shall not be converted in any manner in the Merger, and every share of common stock of the Company outstanding immediately prior to the Effective Time of the Merger shall remain outstanding immediately after the Effective Time of Merger.

RESOLVED FURTHER, that the Company has 9,035,875 outstanding shares of common stock and the Subsidiary has 1,000 outstanding shares of common stock; that no other classes or series of capital stock of the Company or the Subsidiary are outstanding; that additional shares of common stock of the Company may be issued prior to the Effective Time of the Merger upon the exercise of options granted to employees and/or directors of the Company; that an aggregate of 814,419 shares of common stock of the Company have been reserved for issuance upon the exercise of such options; and that none of the shareholders of the Company or the Subsidiary has the right to vote on the Merger.

RESOLVED FURTHER, that any officer of the Company be, and each of them acting alone hereby is, authorized and directed to execute for and on behalf of the Company a certificate of merger for filing in Michigan and articles of merger for filing in Minnesota setting forth the foregoing Plan of Merger and such other information as may be required by law, and to cause such certificate and articles to be filed for record with the Secretaries of State of the States of Michigan and Minnesota, respectively, in the manner required by law.

RESOLVED FURTHER, that the officers of the Company be, and each of them acting alone hereby is, authorized, for and on behalf of the Company, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the intent and purpose of the foregoing resolutions.

MI:667272.03