

05-30-2001



101731427

MAY 25 2001

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

5.25.01

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  Change of Name
  - Other
- Effective Date  
Month Day Year

**Conveying Party**

- Mark if additional names of conveying parties attached
- Name  Execution Date  
Month Day Year
- Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

**Receiving Party**

- Mark if additional names of receiving parties attached

- Name
- DBA/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)     
City State/Country Zip Code
- Individual  General Partnership  Limited Partnership  Corporation  Association
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

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**

**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="1319263"/>	<input type="text" value="1345986"/>	<input type="text" value="1345985"/>
<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. #

**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.

I. Edward Marquette  
Name of Person Signing

  
Signature

05/23/01  
Date Signed

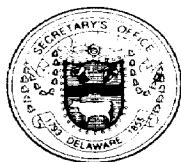
*State of Delaware*  
*Office of the Secretary of State*

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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:

"CENTRAL MANUFACTURING, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "CENTRAL POWER PRODUCTS, INC." UNDER THE NAME OF "CENTRAL POWER PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1990, AT 10 O'CLOCK A.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

0910491 8100M

AUTHENTICATION: 1096154

010186082

DATE: 04-24-01

TRADEMARK  
REEL: 002304 FRAME: 0807

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
CENTRAL MANUFACTURING, INC.  
INTO  
CENTRAL POWER PRODUCTS, INC.

The undersigned, Central Power Products, Inc., a Delaware corporation ("Power Products"), in accordance with Section 253 of the General Corporation Law of Delaware, does hereby certify that:

I. Power Products is a Delaware corporation.

II. Power Products owns, and will own until the effectiveness of the merger contemplated hereby, 100% of the issued and outstanding shares of common stock of Central Manufacturing, Inc., a Delaware corporation ("Manufacturing"), and such common stock constitutes the only class of stock of Manufacturing.

III. The resolution duly adopted by the Board of Directors of Power Products authorizing and approving the merger of Manufacturing into Power Products, with the parent corporation, Power Products, being the Surviving Corporation, is as follows:

WHEREAS, Central Power Products, Inc. ("Power Products") is a duly organized and existing corporation under the laws of the State of Delaware; and

WHEREAS, Central Manufacturing, Inc. ("Manufacturing") is a duly organized and existing corporation under the laws of the State of Delaware, all of the outstanding common stock of which is owned by Power Products; and

WHEREAS, the Board of Directors of Power Products deems it advisable to merge Manufacturing into Power Products;

NOW, THEREFORE, RESOLVED, that the following plan of merger be, and it hereby is, adopted:

(1) In accordance with the laws of the State of Delaware, Manufacturing shall be merged into Power Products and the parent corporation, Power Products, is hereby designated the Surviving Corporation (the corporations are sometimes hereinafter collectively referred to as "Constituent Corporations"). The Surviving Corporation shall assume all of the obligations of Manufacturing. The Surviving Corporation shall continue to be organized and existing under the laws of the State of Delaware.

(2) The terms and conditions of the merger, the mode of carrying the same into effect and the cancellation of the outstanding shares of stock of Manufacturing are as follows:

A. Upon the effectiveness of the merger, each share of \$100.00 par value common stock of Manufacturing which is then issued and outstanding and owned by Power Products, shall be without further act or deed, cancelled and extinguished. The issued and outstanding shares of Power Products shall not be converted, modified or changed in any way by the merger.

B. On and after the effectiveness of the merger:

(i) The Certificate of Incorporation of Power Products as currently in effect shall continue to be without change the Certificate of Incorporation of Power Products as the Surviving Corporation of the merger until altered or amended;

(ii) The Bylaws of Power Products as currently in effect shall continue to be without change the Bylaws of Power Products as the Surviving Corporation of the merger until altered or amended in the manner provided in the Certificate of Incorporation of Power Products or in such Bylaws;

(iii) The assets, liabilities and stockholders' equity of each of the Constituent Corporations shall be taken up or continued on the books of the Surviving Corporation at the amounts at which they are respectively recorded, immediately prior to the effectiveness of the merger, on the books of the Constituent Corporations, with any appropriate adjustments as may be made in accordance with the terms hereof and with generally accepted accounting principles;

(iv) The current members of the Board of Directors of Power Products shall continue to serve as the members of the Board of Directors of Power Products, as the Surviving Corporation, until their successors are duly elected and qualified; and

(v) The current officers of Power Products shall continue to serve as the officers of Power Products, as the Surviving Corporation, until their successors are duly elected or appointed and qualified.

C. Power Products, as the Surviving Corporation, shall pay all expenses of the merger.

D. The merger shall have the effect set forth in Sections 253 and 259 of the General Corporation Law of Delaware. Without limiting the generality of the foregoing, upon the effectiveness of the merger and at the time specified by the applicable statutes of the State of Delaware, the separate existence of Manufacturing shall cease, and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises as well of a public as of a private nature, of each of the Constituent Corporations and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to each of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of each of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of each of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

E. Any action or proceeding, whether civil, criminal or administrative, pending by or against either of the Constituent Corporations shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

F. If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law or any other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of Manufacturing acquired or to be acquired by the Surviving Corporation as the result of the merger, the officers and directors of Manufacturing in office immediately prior to the effectiveness of the merger are each duly authorized to, and shall each execute and deliver any and all proper deeds, assignments and assurances in law and are each fully authorized to, and shall each, do all things necessary or appropriate in the name of Manufacturing, so as to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out and consummate the provisions of the plan of merger.

G. The Board of Directors of Power Products is authorized to construe and interpret the plan of merger in order to implement and consummate the provisions of the plan of merger and to determine all administrative procedures and accounting entries which may be deemed necessary or appropriate to implement and consummate the merger of Manufacturing into Power Products.

FURTHER RESOLVED, that the President and the Secretary of Power Products be, and each hereby is, authorized and directed: (i) to execute, acknowledge and deliver a Certificate of Ownership and Merger setting forth a copy of the resolution to merge Manufacturing into Power Products and to file the same in the office of the Delaware Secretary of State and a certified copy thereof in the office of the Recorder of Deeds in New Castle County, and (ii) to execute, acknowledge, deliver and file appropriate evidence of the merger in any other governmental office.

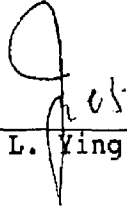
FURTHER RESOLVED, that the officers of Power Products be, and each hereby is, authorized and

directed to do or cause to be done, any and all acts, and execute any and all documents as they or any of them deem to be necessary or appropriate to carry out the intent and purposes of the foregoing resolutions, including without limitation executing and delivering any instrument pursuant to which the Surviving Corporation assumes the obligations of and restrictions on and covenants of Manufacturing or Power Products under any agreement.

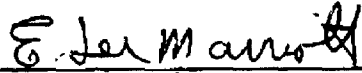
IV. The resolutions set forth in paragraph III were adopted by the sole director of Power Products by a Statement of Unanimous Consent dated December 26, 1990.

IN WITNESS WHEREOF, Power Products has executed this Certificate of Ownership and Merger this 26th day of December, 1990 and such execution shall constitute acknowledgement by the person signing this instrument that it is the act and deed of the Corporation and that the facts stated herein are true.

CENTRAL POWER PRODUCTS, INC.

By   
John L. King, President

ATTEST:

  
E. Lee Marriott, Secretary