

5/23/01

05-31-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings



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

101736916

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

<p>1. Name of conveying party(ies):</p> <p>Encon Manufacturing Co. merged into Midland Safety Products, Inc. and changed its name to Encon Safety Products, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State</p> <p><input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Encon Safety Products, Inc.</p> <p>Internal Address: 6825 W. Sam Houston Pkwy</p> <p>Street Address: 6825 W. Sam Houston Pkwy.</p> <p>City: Houston State: Texas Zip: 77253</p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input checked="" type="checkbox"/> Corporation-State _____</p> <p><input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p><input checked="" type="checkbox"/> Other <u>Merger & Name change in one</u></p> <p>Execution Date: <u>April 27, 1989</u> transaction.</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p>1225762</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Maria T. Hauser</u></p> <p><u>Hagemeyer North America, Inc.</u></p> <p>Internal Address: _____</p> <p><u>100 Galleria Pkwy, Ste 1120</u></p> <p><u>Atlanta, GA 30339</u></p> <p>Street Address: _____</p> <p>City: _____ State: _____ Zip: _____</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>\$40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Maria T. Hauser M. Hauser 5/23/01

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 24

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

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

AUGUST 25, 2000

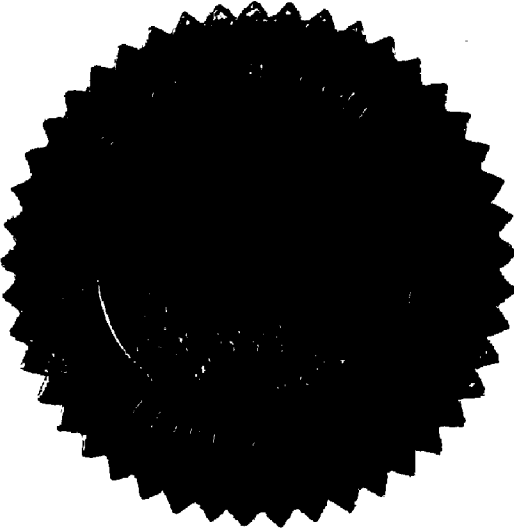
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

ENCON SAFETY PRODUCTS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Kim D'Amico

Secretary of the Commonwealth

JSOW

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

AUGUST 25, 2000

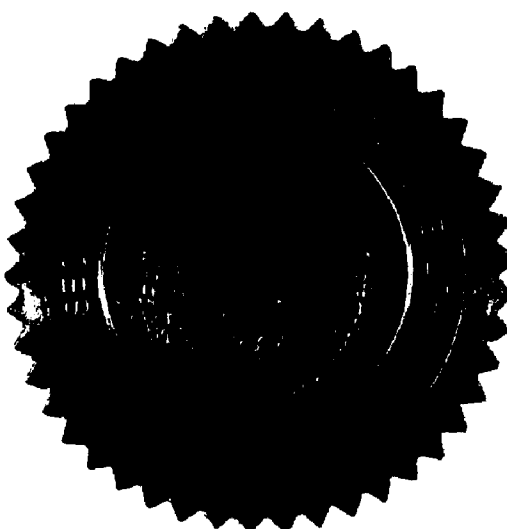
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

ENCON SAFETY PRODUCTS, INC.

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Kim Pizzingrilli

Secretary of the Commonwealth

JSOW

Microfilm Number 90571428

Filed with the Department of State on _____

Entry Number 100101

Secretary of the Commonwealth

STATEMENT OF CHANGE OF REGISTERED OFFICE BY AGENT

DSCB: 15 105 (Rev 80)

In compliance with the requirements of 15 Pa. C.S. § 108 (relating to change in location or status of registered office provided by agent), the undersigned person who maintains the registered office of an association and who desires to change the following with respect to such agency hereby states that:

1. The name of the association represented by the undersigned person is _____
ENCUN SAFETY PRODUCTS, INC.

2. The address of the present registered office in this Commonwealth of the above named association is:
123 South Broad Street Philadelphia Pa 19109 Philadelphia
Number and Street City State Zip County

3. (If the registered office address is to be changed, complete the following)
The address in the same county to which the registered office in this Commonwealth of the above named association is to be changed is:

1635 Market Street Philadelphia Pa 19103 Philadelphia
Number and Street City State Zip County

4. The name of the person in care of the foregoing office is _____ **C.T. CORPORATION SYSTEM**

The person named immediately above in this paragraph has been designated in fact as the agent in care of the registered office in the Commonwealth of Pennsylvania of the corporation named in paragraph 2 of this statement.

5. (Check one or more of the following, as appropriate):
- ___ This statement reflects a change in name of the agent.
 - The change in registered office set forth in this statement reflects the removal of the place of business of the agent to a new location within the county.
 - ___ The status of the agent as the provider of the registered office of the above named association has been terminated.

IN TESTIMONY WHEREOF, the undersigned person has caused this statement to be signed this 10th day of September, 19 80

C.T. CORPORATION SYSTEM
(Name)
BY: *Racine Holst*
TITLE: Assistant Secretary

Microfilm Number 90571429

Filed with the Department of State on SEP 17 1990

Entry Number 100101

Secretary of the Commonwealth

the *James J. [unclear]*

8938 978

ARTICLES OF MERGER
OF
MIDLAND SAFETY PRODUCTS, INC.,
incorporated in Pennsylvania
AND
ENCON MANUFACTURING CO.,
incorporated in Texas

776124

In compliance with the requirements of Section 903 of the Business Corporation Law, act of May 5, 1933 (P.L. 364) (15 P.S. § 1903), the undersigned domestic and foreign corporations, desiring to effect and for the purpose of merging Encon Manufacturing Co., a Texas corporation ("Encon"), into and with Midland Safety Products, Inc., a Pennsylvania corporation ("Midland"), such that Midland shall be the surviving corporation of the merger whose name shall be "Encon Safety Products, Inc.", hereby certify that:

1. The name of the corporation surviving the merger is "Midland Safety Products, Inc.", whose name after the merger shall be "Encon Safety Products, Inc."
2. The surviving corporation is a domestic corporation and the location of its registered office in the Commonwealth of Pennsylvania is 123 South Broad Street, c/o CT Corporation System, Philadelphia, Pennsylvania 19109.
3. The location of the registered office of Encon, a foreign business corporation not qualified in Pennsylvania, is 811 Dallas Avenue, c/o CT Corporation System, Houston, Texas 77002.
4. The Agreement and Plan of Merger shall be effective upon filing these Articles of Merger in the Department of State.

8938 979

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 27th day of April, 1989, by T. M. Wayne Code, President, and Don B. Hair, Secretary, of MIDLAND SAFETY PRODUCTS, INC., a Pennsylvania corporation, on behalf of said corporation.

Orchard H. Corl
Notary Public in and for
the State of T e x a s

My Commission Expires: 4-11-93

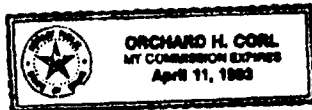


THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 27th day of April, 1989, by T. M. Wayne Code, President, and Don B. Hair, Secretary, of ENCON MANUFACTURING CO., a Texas corporation, on behalf of said corporation.

Orchard H. Corl
Notary Public in and for
the State of T e x a s

My Commission Expires: 4-11-93



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5. A written consent setting forth and approving the Agreement and Plan of Merger by and between Midland and Encon and the action so taken was signed by and obtained from the sole shareholder of Midland and filed with the secretary of the corporation.

6. The Agreement and Plan of Merger was approved and authorized by Encon in accordance with the laws of the jurisdiction in which it was formed.

7. The Agreement and Plan of Merger is set forth as Exhibit A, attached hereto and made a part hereof.

8. Encon is authorized by the law or laws of the jurisdiction under which it was formed to effect such merger.

IN TESTIMONY WHEREOF, each undersigned domestic and foreign corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 27th day of April, 1989.

[Corporate Seal]
ATTEST:

By: Don B. Hair
Don B. Hair, Secretary

MIDLAND SAFETY PRODUCTS, INC.

By: J. M. Wayne Code
J. M. Wayne Code, President

[Corporate Seal]
ATTEST:

By: Don B. Hair
Don B. Hair, Secretary

ENCON MANUFACTURING CO.

By: J. M. Wayne Code
J. M. Wayne Code, President

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Commonwealth of Pennsylvania



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of Article IX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of any one or more domestic corporations, and any one or more foreign corporations into one of such corporations under the provisions of that law; and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by ENCON SAFETY PRODUCTS, INC., a Texas corporation and MIDLAND SAFETY PRODUCTS, INC., a Pennsylvania corporation.

It is, Therefore, Certified, That from the Articles of Merger filed with the Department of State, it appears that ENCON SAFETY PRODUCTS, INC., the Texas corporation has been merged into MIDLAND SAFETY PRODUCTS, INC., the Pennsylvania corporation, whose name changed to ENCON SAFETY PRODUCTS, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that ENCON SAFETY PRODUCTS, INC., the Pennsylvania corporation, shall be the surviving corporation.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 28th day of April in the year of our Lord one thousand nine hundred and eighty-nine and of the Commonwealth the two hundred thirteenth.


Secretary of the Commonwealth cas

DECE-88-8-17-78

MARK

REEL: 602500 FRAME: 0147

8938 951

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement and Plan of Merger"), dated as of April 27, 1989, by and between ENCON MANUFACTURING CO., a Texas corporation ("Encon"), and MIDLAND SAFETY PRODUCTS, INC., a Pennsylvania corporation ("Midland");

W I T N E S S E T H:

WHEREAS, Encon is a corporation organized and existing under and by virtue of the laws of the State of Texas and having one thousand (1,000) shares of common stock, \$1.00 par value per share, issued and outstanding; and

WHEREAS, Midland is a corporation organized and existing under and by virtue of the laws of the State of Pennsylvania and having one hundred thousand (100,000) shares of common stock, \$1.00 par value per share, issued and outstanding; and

WHEREAS, the sole shareholder of both Encon and Midland is Vallen Corporation, a Texas corporation ("Vallen"); and

WHEREAS, the Boards of Directors of both Encon and Midland deem it desirable and in the best interests of their respective corporations and their sole shareholder that Encon be merged into and with Midland, such that Midland will be the surviving corporation of the merger, whose name upon giving effect to such merger shall be "Encon Safety Products, Inc." and which is hereinafter sometimes called the "Surviving Corporation", as authorized by the statutes of the States of Texas and Pennsylvania and under and pursuant to the terms and conditions herein set forth, and each such Board has duly approved of and authorized the terms and conditions of this Agreement and Plan of Merger;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the terms and conditions herein set forth, the parties hereto hereby agree as follows:

1. The names of the corporations proposing to merge are:

ENCON MANUFACTURING CO.

MIDLAND SAFETY PRODUCTS, INC.

2. The parties hereto shall be merged into a single corporation by Encon merging into and with Midland, the Surviving Corporation, which Surviving Corporation shall survive the merger

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pursuant to, and shall be deemed to continue to exist under and be governed by, the provisions of the Pennsylvania 1933 Business Corporation Law, and whose name, upon and after the effectiveness of the merger, shall be "Encon Safety Products, Inc." The address of the registered or principal office of the Surviving Corporation in its state of incorporation shall be 123 South Broad Street, c/o CT Corporation System, Philadelphia, Pennsylvania 19109. Upon such merger, the separate corporate existence of Encon shall cease and the Surviving Corporation shall become the owner, without other transfer, of all the rights, franchises and properties, of every type and nature, of Encon, and shall become subject to all the debts and liabilities of Encon to the extent Encon was subject to such debts and liabilities.

3. The Articles of Incorporation and By-laws of the Surviving Corporation shall, upon the merger's becoming effective, be the Articles of Incorporation and By-laws, respectively, of Midland as in effect immediately prior to the effective date of the merger, except that the name of the Surviving Corporation shall upon and after the effectiveness of the merger be changed to "Encon Safety Products, Inc.", and without any further changes therein until the same shall be altered, amended, or repealed or until new Articles of Incorporation or By-laws are adopted as provided therein and by law.

4. The names and addresses of the persons who shall constitute the Board of Directors and officers of the Surviving Corporation are those names and addresses of the persons who constitute the Board of Directors and officers, respectively, of Midland immediately prior to the effective date of the merger.

5. Shares of stock of Midland and Encon shall be converted into and exchanged for shares of the Surviving Corporation as follows:

(a) Outstanding Shares of Stock of Midland: The shares of common stock, \$1.00 par value per share, of Midland that are issued and outstanding on the effective date of the merger, which shares are all held by Vallen, shall in the aggregate be automatically converted into and exchanged for one (1) share of common stock, \$1.00 par value per share, of the Surviving Corporation, which share of the Surviving Corporation shall thereupon be issued, outstanding, fully paid and non-assessable.

(b) Outstanding Shares of Stock of Encon: The shares of common stock, \$1.00 par value per share, of Encon that

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are issued and outstanding on the effective date of the merger, which shares are all held by Valien, shall in the aggregate be automatically converted into and exchanged for one (1) share of common stock, \$1.00 par value per share, of the Surviving Corporation, which share of the Surviving Corporation shall thereupon be issued, outstanding, fully paid and non-assessable.

6. This Agreement and Plan of Merger shall be submitted to the shareholders of the parties hereto for their approval in the manner provided by the applicable laws of the States of Texas and Pennsylvania. After approval thereof by the respective shareholders of such corporations in the manner provided by the applicable laws of the States of Texas and Pennsylvania, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable laws of the States of Texas and Pennsylvania.

7. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which shall constitute an original and all of which when taken together shall constitute one and the same original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective officers and have caused their respective corporate seals to be affixed hereon as of the 27th day of April, 1989.

[Corporate Seal]

ENCON MANUFACTURING CO.

ATTEST:

Don B. Hair
Don B. Hair, Secretary

By: J. M. Wayne Code
J. M. Wayne Code, President

[Corporate Seal]

MIDLAND SAFETY PRODUCTS

ATTEST:

Don B. Hair
Don B. Hair, Secretary

By: J. M. Wayne Code
J. M. Wayne Code, President

JBC7/6

Commonwealth of Pennsylvania

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Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the terms of the Business Corporation Law, approved May 5, 1933, P. L. 364, as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of one or more corporations into one of such corporations under the provisions of that law; and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by MIDLAND OPTICAL, INCORPORATED, MOLDED PLASTICS INC. and MIDLAND SAFETY PRODUCTS, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, approved May 5, 1933, P. L. 364, as amended, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, merge the above named MIDLAND OPTICAL, INCORPORATED and MOLDED PLASTICS INC., have merged with and into MIDLAND SAFETY PRODUCTS, INC., the surviving corporation

which shall continue to be invested with and have and enjoy all the powers, privileges and franchises incident to a domestic business corporation, and be subject to all the duties, requirements and restrictions specified and enjoined in and by the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 1st day of September in the year of our Lord one thousand nine hundred and eighty three and of the Commonwealth the two hundred and eighth.

William L. Davis

Secretary of the Commonwealth

75CS-93-447-751

TRADEMARK

REEL: 002506 FRAME: 0151

APPLICANT'S ACCOUNT NO. _____

83530202

(LINE FOR NUMBERING)

USCS 201-93 (Rev. 6-73)

Filing Fee: \$50 plus \$25
for each party corporation
in excess of two
Articles of Merger—
Articles of Corporation

776124

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

FILED DATE 1st
September, A.D. 19 83

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

William C. Lewis
SECRETARY OF THE COMMONWEALTH

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 5, 1933 (P. L. 36-1) (15 P. S. §1903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1. The name of the corporation surviving the merger is:
Midland Safety Products, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

123 South Broad Street, c/o CT Corporation System

(NUMBER)

(STREET)

Philadelphia

Pennsylvania 19109

(CITY)

(ZIP CODE)

The surviving corporation is a foreign corporation incorporated under the laws of _____ and the location of its office registered with such domiciliary jurisdiction is:

(NAME OF JURISDICTION)

(NUMBER)

(STREET)

(CITY)

(STATE)

(ZIP CODE)

3. The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Midland Optical, Incorporated

Hill St.

Coudersport, PA 16915

Yolced Plastics Inc.

412 N. East Street

Coudersport, PA 16915

TRADEMARK

REEL: 002306 FRAME: 0152

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IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 1st day of September, 1983

Midland Safety Products, Inc.

(NAME OF CORPORATION)

By:

William P. O'Connell
(SIGNATURE)

William P. O'Connell, President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Mark Wilson
(SIGNATURE)

Mark Wilson, Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

Midland Optical, Incorporated

(NAME OF CORPORATION)

By:

Lester Gooch
(SIGNATURE)

Lester Gooch, President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Shirley Gooch
(SIGNATURE)

Shirley Gooch, Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

Molded Plastics Inc.

By:

Lester Gooch
(SIGNATURE)
Lester Gooch, President

Attest:

Shirley Gooch
(SIGNATURE)
Shirley Gooch, Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger, dated as of September 1, 1983, pursuant to the Pennsylvania Business Corporation Law, among Vallen Corporation, a Texas corporation ("Vallen"), Midland Safety Products, Inc., a Pennsylvania corporation ("Survivor") and a wholly-owned subsidiary of Vallen, Midland Optical, Incorporated, a Pennsylvania corporation ("Midland"), and Molded Plastics Inc., a Pennsylvania corporation ("MolCed"), (Survivor, Midland and Molded being hereinafter collectively referred to as the "Constituent Corporations");

W I T N E S S E T H :

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and their shareholders that Midland and Molded be merged with and into Survivor, which shall be the surviving corporation as authorized by the statutes of the State of Pennsylvania, under and pursuant to the terms and conditions hereinafter set forth, and each such Board has duly approved this Plan of Merger (the "Plan"); and

WHEREAS, Survivor, Midland and Molded desire to provide for the conversion of Midland and Molded capital stock into Vallen capital stock and cash, at the time and upon the conditions set forth herein in connection with such merger;

NOW THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of the merger provided by this Plan (the "Merger"), the mode of carrying the same into effect, the manner and basis of converting the shares of Midland and Molded capital stock into shares of Vallen capital stock and cash and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval and adoption of this Plan by the requisite vote of the shareholders of each Constituent Corporation, and subject to the conditions hereinafter set forth, as follows:

TRADEMARK

REEL: 002306 FRAME: 0155

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ARTICLE I

Merger and Name of Surviving Corporation

On the Effective Date, as hereinafter defined, Midland and Molded shall be merged with and into Survivor, which is hereby also designated as the "Surviving Corporation", which shall not be a new corporation and which shall continue its corporate existence as a Pennsylvania corporation governed by the laws of the State of Pennsylvania. The name of the Surviving Corporation shall remain Midland Safety Products, Inc.

ARTICLE II

Terms and Conditions of Merger

The terms and conditions of the Merger (in addition to those set forth elsewhere in this Plan) are as follows:

(a) On the Effective Date:

(1) The Constituent Corporations shall become a single corporation, which shall be Survivor, the corporation designated as the Surviving Corporation.

(2) The separate existence of Midland and Molded shall cease.

(3) The Surviving Corporation shall have all of the rights, privileges, immunities and powers and shall be subject to the duties and liabilities of a corporation organized under the Pennsylvania Business Corporation Law.

(4) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public as well as of a private nature, of each Constituent Corporation; and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action, and all and every other interest of or belonging to or due to each Constituent Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed.

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(5) The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of each Constituent Corporation; and any claim existing or action or proceeding pending by or against either Constituent Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any Constituent Corporation shall be impaired by the Merger.

ARTICLE III

Manner and Basis of Converting Shares, Stock Certificates

(a) Midland Capital Stock. On the Effective Date (as hereinafter defined), each share of Midland capital stock issued and outstanding on the Effective Date shall, by virtue of the Merger, automatically be converted into \$685.649 and a number of shares of Vallen common stock, \$.50 par value (the "Common Stock"), valued as hereinafter described, equal in value to \$1,028,444. No fractional shares will be issued and if a fractional share of Vallen Common Stock is due, any stockholder will be entitled to receive the next whole number of shares.

(b) Molded Capital Stock. On the Effective Date, each share of Molded capital stock issued and outstanding on the Effective Date shall, by virtue of the Merger, automatically be converted into \$317.664 and a number of shares of Vallen Common Stock equal in value to \$776,475. No fractional shares will be issued and if any stockholder becomes entitled to a fractional share of Vallen Common Stock, such stockholder will be deemed to have waived the right to any such fractional share.

(c) Valuation of Vallen Common Stock. The Vallen Common Stock shall be valued at the arithmetic average of the bid and asked prices of such stock as of the close of trading on the over-the-counter market on the tenth day before the Effective Date (the "Market Value"), as reported in the Southwest Edition of the Wall Street Journal. If such tenth day is a day on which no Vallen Common Stock shares are traded, then the immediately preceding day on which Vallen Common Stock shares are traded shall be the date as of which the value of the Vallen Common Stock will be determined. Notwithstanding the

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Market Value of the Vallen Common Stock, the total number of shares to be issued pursuant to sections (a) and (b) above shall be no less than 20,534 and no more than 25,098.

(d) Surrender of Shares. On the Effective Date, the stockholders shall surrender certificates representing all of the outstanding Midland capital stock and Molded capital stock to Vallen, and shall be entitled, upon such surrender, to receive in exchange therefor cash, as herein provided, and certificates representing the number of shares of Vallen Common Stock into which shares of Midland capital stock and Molded capital stock theretofore represented by the certificates so surrendered shall have been converted, as set forth in sections (a) and (b) above. Until so surrendered and exchanged, each certificate theretofore representing outstanding shares of Midland capital stock and Molded capital stock shall be deemed for all purposes (corporate or otherwise) to represent solely the right to receive cash and Vallen Common Stock in exchange therefor as herein provided. No dividends or distributions will be paid with respect to shares of Vallen Common Stock to be issued pursuant to section (a) or section (b) hereof until each stockholder shall have surrendered his certificates which, prior to the Effective Date, represented Midland capital stock and Molded capital stock; provided, however, that when certificates which, prior to the Effective Date, represented such shares shall have been so surrendered there shall be paid to the holder thereof, but without interest thereon, all dividends and other distributions payable subsequent to, and in respect of a record date on or after the Effective Date.

(e) Survivor Shares. Each share of stock of Survivor outstanding on the Effective Date shall remain outstanding and shall not be converted, exchanged or altered in any respect.

ARTICLE IV

Articles of Incorporation and Bylaws

(d) The Articles of Incorporation of the Surviving Corporation as existing and constituted immediately prior to the Effective Date shall be and constitute the Articles of Incorporation of the Surviving Corporation, until amended in the manner provided by law.

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(b) The bylaws of the Surviving Corporation as existing and constituted immediately prior to the Effective Date shall be and constitute the bylaws of the Surviving Corporation until amended in the manner provided by law.

ARTICLE V

Approval and Effective Time of the Merger

The Merger shall become effective when all the following actions have been taken:

(1) This Plan shall be approved on behalf of Midland in accordance with the Pennsylvania Business Corporation Law;

(2) This Plan shall be approved on behalf of Molded in accordance with the Pennsylvania Business Corporation Law;

(3) This Plan shall be approved on behalf of the Survivor in accordance with the Pennsylvania Business Corporation Law;

(4) As provided in section 9.06 of the Pennsylvania Business Corporation Law, the Merger shall be effective as of the date (the "Effective Date") when Articles of Merger, along with this Agreement are filed with the Department of State of the State of Pennsylvania.

ARTICLE VI

This Plan of Merger may be abandoned at any time prior to the filing of Articles of Merger with the Department of State of Pennsylvania in accordance with the provisions of Section 11.9 of that certain Agreement of Merger dated August 8, 1983 among the parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed all on the date first above written.

MIDLAND SAFETY PRODUCTS, INC.

By: *William J. O'Connell*
President

83530210

VALLEN CORPORATION

By: William P. O'Connell
William P. O'Connell
President

MIDLAND OPTICAL, INCORPORATED

By: [Signature]
President

MOLDED PLASTICS INC.

By: [Signature]
President

Commonwealth of Pennsylvania
Department of State



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

MIDLAND SAFETY PRODUCTS, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth,
at the City of Harrisburg, this 27th day
of July in the year of our
Lord one thousand nine hundred and eighty-three
and of the Commonwealth the two hundred eighth



William R. Davis

Secretary of the Commonwealth

0776124

CAPITOL PARALEGAL SERVICES, INC.
401 NORTH SECOND STREET
PO BOX 1177
HARRISBURG, PA 17108

TRADEMARK

ARTICLES OF INCORPORATION

PLEASE INDICATE (CHECK ONE) TYPE CORPORATION

- DOMESTIC BUSINESS CORPORATION
- DOMESTIC BUSINESS CORPORATION
A CLOSE CORPORATION - COMPLETE BACK
- DOMESTIC PROFESSIONAL CORPORATION
ENTER BOARD LICENSE NO.

FEE
\$75.00

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE - CORPORATION BUREAU
308 NORTH OFFICE BUILDING, HARRISBURG, PA 17128

010 NAME OF CORPORATION (MUST CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 15 P.S. 2902 (b))
Midland Safety Products, Inc.

011 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)
123 South Broad Street, c/o C T Corporation System

012 CITY Philadelphia 013 COUNTY Philadelphia 014 STATE Pennsylvania 015 ZIP CODE 19109

020 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION

To engage in any lawful act or activity for which corporations may be organized under the Pennsylvania Business Corporation Law, including the manufacture of industrial safety products.

(ATTACH 8X = 11 SHEET IF NECESSARY)

The Aggregate Number of Shares, Classes of Shares and Par Value of Shares Which the Corporation Shall have Authority to Issue

040 Number and Class of Shares 100,000 common 041 Stated Par Value Per Share If Any \$1.00 042 Total Authorized Capital \$100,000 043 Term of Existence Perpetual

The Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed to by each Incorporator

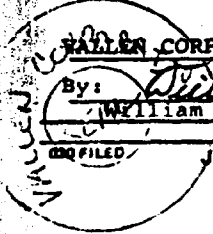
050 Name	061, 062 063, 064 Address (Street, City, State, Zip Code)	Number & Class of Shares
Vallen Corporation	13333 Northwest Freeway, Houston, Texas 77040	100,000 common
(ATTACH 8X = 11 SHEET IF NECESSARY)		

IN TESTIMONY WHEREOF, THE INCORPORATOR (S) HAS (HAVE) SIGNED AND SEALED THE ARTICLES OF INCORPORATION THIS 27th DAY OF July 1983.

VALLEN CORPORATION

By: William P. O'Connell, President Mark L. Wilson, Secretary

- FOR OFFICE USE ONLY -

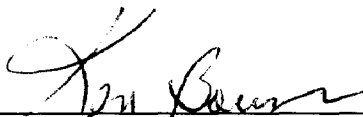


Specimen R. Davis
Secretary of the Commonwealth
Department of State
Commonwealth of Pennsylvania
(PA. - 1343 - 2/23/82)

002 CODE Hib	003 REV BOX	SEQUENTIAL NO. 69173	100 MICROFILM NUMBER 82451286
REVIEWED BY DH	004 SICG	AMOUNT \$75	001 CORPORATION NUMBER
DATE APPROVED JUL 27 1983	CERTIFY TO <input checked="" type="checkbox"/> REV. <input type="checkbox"/> L & I <input type="checkbox"/> OTHER	INPUT BY	LOG IN LOG IN (REFILE)
MAILED BY DATE	VERIFIED BY	LOG OUT	LOG OUT (REFILE)

SECRETARY'S CERTIFICATE

I, Ken Bourne, the Vice President of Finance, Secretary and Treasurer of Encon Safety Products, Inc. (the "Corporation"), hereby certify that to the best of my knowledge, the attached Articles of Incorporation and Amendments of the Corporation is a true and correct copy of the original document.



Ken Bourne

VP of Finance, Secretary and Treasurer