

08-13-2001



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Form ~~PTO/US 554~~ RE (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies): SPC
Standard Products Company
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - OH
 Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Cooper-Standard Automotive, Inc.
Internal Address:
Street Address: 701 Lima Avenue
City: Findlay State: OH Zip: 45840
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Ohio
 Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: July 1, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Please see attachment
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
Please see attachment

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Deborah B. Uluer
Internal Address:
Jones, Day, Reavis & Pogue
Street Address: 901 Lakeside Avenue
City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved: 15

7. Total fee (37 CFR 3.41).....\$ 390.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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.
Deborah B. Uluer [Signature] 8/2/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

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

08/10/2001 DBYRNE 00000104 701156
01 FC:481
02 FC:482

40.00 OP
350.00 OP

ADDITIONAL PAGE TO RECORDATION FORM COVER SHEET

Conveying Party: Standard Products Company
Receiving Party: Cooper-Standard Automotive Inc.
Type of Conveyance: Change of Name
Execution Date: July 1, 2001

**TRADEMARK
REGISTRATION NO's.**

701,156
709,784
715,965
796,258
797,992
807,136
813,785
851,276
859,938
904,899
919,275
1,189,980
1,994,794
2,022,769
2,162,323



Prescribed by J. Kenneth Blackwell

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form
 Yes

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:
The Standard Products Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:
Cooper-Standard Automotive Inc.

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) for-profit corporation, charter number 166598
- Domestic (Ohio) non-profit corporation, charter number _____
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- Domestic (Ohio) limited liability company, with registration number _____
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio. _____
- Domestic (Ohio) limited partnership, with registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio. _____
- Domestic (Ohio) partnership having limited liability, with the registration number _____

RECEIVED
SECRETARY OF STATE
JUN 28 PM 4:10
CLIENT SERVICE CENTER

FILE COPY

J. Kenneth Blackwell

Secretary of State

- Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name	State/Country of Organization	Type of Entity
Fabex, Inc.	OH/USA	Corporation
Form Rite Corp.	DE/USA	Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

The Standard Products Company	701 Lima Avenue	
Findlay (name)	Ohio (street and number)	45840 (zip code)
(city, village or township)	(state)	

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: July 1, 2001 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Richard D. Teeple	701 Lima Avenue	
Findlay (name)	Ohio (street and number)	45840 (zip code)
(city, village or township)		

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

J. Kenneth Blackwell
Secretary of State

(d.) The principal office location in the state of Ohio shall be:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company
(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

_____ (street address)

_____ (city, township, or village) _____ (state) _____ (zip code)

3. Foreign Qualifying Limited Partnership
(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(d.) The limited partnership's principal office address is:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

J. Kenneth Blackwell Secretary of State

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

_____ (street name and number)

_____ (city, village or township), Ohio _____ (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

_____ (street address)

_____ (city, township, or village) _____ (state) _____ (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

_____ (name) _____ (street and number)

_____ (city, village or township), Ohio _____ (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

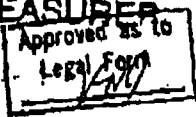
The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

The Standard Products Company
(Exact name of entity)

Fabex, Inc.
(Exact name of entity)

By: C. F. Nagy
Its: C.F. NAGY
Date: 6/27/01 **ASST TREASURER**

By: C. F. Nagy
Its: C.F. NAGY
Date: 6/27/01 **ASST TREASURER**



J. Kenneth Blackwell
Secretary of State

Form Rite Corp.

(Exact name of entity)

By: C. J. Lyr
Its: CE NAGY
Date: 6/27/01 **ASST TREASURER**

(Exact name of entity)

By: _____
Its: _____
Date: _____

(Exact name of entity)

By: _____
Its: _____
Date: _____

(Exact name of entity)

By: _____
Its: _____
Date: _____

(Exact name of entity)

By: _____
Its: _____
Date: _____

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Its: _____
Date: _____

(Exact name of entity)

By: _____
Its: _____
Date: _____

(Exact name of entity)

By: _____
Its: _____
Date: _____

(Exact name of entity)

By: _____
Its: _____
Date: _____

State of Delaware
Office of the Secretary of State

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 MERGER, WHICH MERGES:

"FABEX, INC.", A OHIO CORPORATION,

"FORM RITE CORP.", A DELAWARE CORPORATION,

WITH AND INTO "THE STANDARD PRODUCTS COMPANY" UNDER THE NAME OF "COOPER-STANDARD AUTOMOTIVE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2001, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2001.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3409151 8100M

AUTHENTICATION: 1217532

010312974

DATE: 06-28-01

TRADEMARK
REEL: 002345 FRAME: 0141

28 Jun 01 12:58 216-579-0212

->

1-302-674-8340 Jones Day

Pg 002

**CERTIFICATE OF MERGER
OF
FABEX, INC.
AND
FORM RITE CORP.
INTO
THE STANDARD PRODUCTS COMPANY**

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

Fabex, Inc, an Ohio Corporation
Form Rite Corp., a Delaware Corporation
The Standard Products Company, an Ohio Corporation

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 Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is The Standard Products Company, an Ohio corporation.

FOURTH: That the Certificate of Incorporation of The Standard Products Company, an Ohio corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation, except that the name of the surviving corporation shall be "Cooper-Standard Automotive Inc."

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 701 Lima Avenue, Findlay, OH 45840.

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: That Cooper-Standard Automotive Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 701 Lima

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 06/28/2001
010312974 - 2087326

CL - 599720

JUN-28-01 11:45 FROM:

ID:

PAGE 3/3

Avenue, Findlay, Ohio 45840 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That this Certificate of Merger shall be effective on July 1, 2001.

Dated 6/27/01

THE STANDARD PRODUCTS COMPANY

By Philip A. Wynn

Title VICE PRESIDENT FINANCE AND
CHIEF FINANCIAL OFFICER

By C. Nagy

Title C.F. NAGY
ASST. TREASURER

CL - 497730

~~TRADEMARK~~