

09-24-2001



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To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

Milcor Limited Partnership

09/10/01

- Individuals
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

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

Milcor, Inc. a Delaware corporation  
Address:  
P.O. Box 2028  
Buffalo, New York 14209

- Individual(s) Citizenship: \_\_\_\_\_
- Association: \_\_\_\_\_
- General Partnership: \_\_\_\_\_
- Limited Partnership: \_\_\_\_\_
- Corporation-State: Delaware
- Other: \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes  No  
(Designation must be a separate document from Assignment).  
Additional name(s) & address(es) attached?  
 Yes  No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: July 17, 2000



09-10-2001

U.S. Patent & TMO/TM Mail Rept Dt. #76

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)  
903,353

Additional numbers attached?  Yes  No

5. Mail correspondence to:

Richard M. LaBarge  
MARSHALL, GERSTEIN, & BORUN  
6300 Sears Tower -- 233 South Wacker Drive  
Chicago, Illinois 60606  
(312) 474-6300

6. Total number of applications and registrations involved: 1

7. Attached is a check in the amount of \$40.00 the total fee due pursuant to 37 C.F.R. §3.41.

8. Commissioner is hereby authorized to charge any deficiency in the amount enclosed or any additional fees which may be required under 37 C.F.R. §3.41, or credit any overpayment, to Deposit Account No. 13-2855. A copy of this Recordation Form Cover Sheet is enclosed.

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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.

Name of Person Signing  
Richard M. LaBarge

Signature *Richard M. LaBarge* Date 9/7/01

Total number of pages comprising cover sheet: 8

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MILCOR, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF JULY, A.D. 2000, AT 1 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SEVENTEENTH DAY OF JULY, A.D. 2000, AT 2:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0770375  
DATE: 11-02-00

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 07/11/2000  
001250601 - 3258062

07/11/00 10:28 AM

CERTIFICATE OF INCORPORATION  
OF  
MILCOR, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the General Corporation Law of the State of Delaware hereby certifies that:

1. The name of the corporation (hereinafter called the "Corporation") is Milcor, Inc.
2. The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.
3. The nature of the business and of the purposes to be conducted and promoted by the Corporation are, in general, to carry on any business and engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares, all of which shall have a par value of \$0.01 per share. All such shares are of one class and are Common Stock.
5. The name and mailing address of the incorporator is as follows:

07/11/00 10:29 AM

Janet Gabel, Esq.  
Lippes, Silverstein, Mathias & Wexler  
700 Guaranty Building  
28 Church Street  
Buffalo, New York 14202-3950

6. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or

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class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

7. No director shall have any personal liability to the Corporation or its stockholders for any monetary damages for breach of fiduciary duty as a director, except that this Article shall not eliminate or limit the liability of each director: (a) for any breach of such director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which such director derived an improper personal benefit.

The Corporation shall indemnify to the full extent authorized by law any person, testator or intestate made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation or any predecessor of the Corporation or serves or served any other enterprise as a director or officer at the request of the Corporation or any predecessor of the Corporation.

The Corporation shall pay expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:45 PM 07/17/2000  
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**CERTIFICATE OF MERGER**  
**OF**  
**MILCOR LIMITED PARTNERSHIP**  
**AND**  
**MILCOR, INC.**

It is hereby certified that:


1. The constituent business entities participating in the merger herein certified are:
  - (i) Milcor Limited Partnership, a limited partnership organized under the laws of the State of Delaware; and
  - (ii) Milcor, Inc. which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent business entities in accordance with the provisions of subsection (c) of Section 263 of the General Corporation Law of the State of Delaware and subsection (c) of Section 17-211 of Delaware Revised Uniform Limited Partnership Act.
3. The name of the surviving corporation in the merger herein certified is Milcor, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Milcor, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement of Merger between the aforesaid constituent business entities is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

3556 Lakeshore Rd.  
P.O. Box 2028  
Buffalo, NY 14209

- 6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any partner or stockholder of each of the aforesaid constituent entities.
- 7. The merger shall be effective upon date of filing.

Dated: July 17, 2000

Milcor, Inc.

By:   
 Walter T. Erasmus,  
 Executive Vice President

(240001)

TOTAL P.03