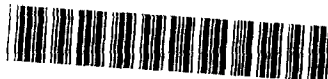


09-28-2001

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. 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.

<p>1. Name of conveying party(ies): Bird-Johnson Company <b>9-24-01</b></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State  <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) Name: Rolls-Royce Naval Marine Inc. Internal _____ Address: _____ Street Address: 110 Norfolk Street City: Walpole                      State: MA                      Zip: 02081</p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State Delaware  <input type="checkbox"/> Other _____</p> <p>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) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment                              <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                      <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: December 21, 2000</p>	

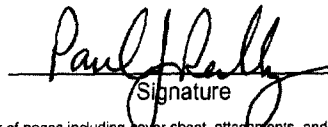
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/677,754</p>	<p>B. Trademark Registration No.(s)</p>
<p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Paul J. Reilly, Esq. Internal Address: Street Address Baker Botts L.L.P. 30 Rockefeller Plaza 44th Floor City: New York                      State: N.Y.                      Zip: 10112</p>	<p>6. Total number of applications and registrations involved: ..... <input type="text" value="1"/></p> <p>7. Total fee (37 CFR 3.41)..... \$ 40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: DA 02-4377</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.*

Paul J. Reilly                                            September 20, 2001  
Name of Person Signing                      Signature                      Date

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

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

TRADEMARK  
REEL: 002375 FRAME: 0105

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

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BIRD-JOHNSON COMPANY", CHANGING ITS NAME FROM "BIRD-JOHNSON COMPANY" TO "ROLLS-ROYCE NAVAL MARINE INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

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

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



Edward J. Freel, Secretary of State

AUTHENTICATION: 0877851

DATE: 12-26-00

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**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
Bird-Johnson Company**

**IT IS HEREBY CERTIFIED THAT**


1. The name of the corporation (hereinafter called the "Corporation") is Bird-Johnson Company.
2. The certificate of incorporation of the Corporation is hereby amended by striking out "Article First" thereof and by substituting in lieu of said Article the following new Article:

"First: The name of the corporation is ~~Rolls-Royce Naval Marine Inc.~~

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

The effective time of the amendment herein certified shall be January 1, 2001.

Signed December 21, 2000.

  
 \_\_\_\_\_  
 Mary S. Sullivan  
 Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/21/2000  
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