

12-04-2001



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140/39625

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-1100 (exp. 4-94)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

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>RING SCREW WORKS and 2020 CORP. 67</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited <input checked="" type="checkbox"/> Corporation-State (MICHIGAN) <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>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger and <input type="checkbox"/> Securing Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 11, 1998</u></p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>RING SCREW TEXTRON INC.</u></p> <p>Internal Address: <u>6125 18 MILE ROAD</u> <u>STERLING HEIGHTS, MICHIGAN 48314</u></p> <p>Street Address: <u>same as above</u></p> <p>City: _____ State: _____ Zip: _____</p> <p>Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No.(s)</p> <p>B. Trademark Registration No.(s)</p> <p>1,682,630; 1,687,549; 1,713,007; 1,728,871; 1,736,035; 1,739,417; 1,917,592; 1,952,178; and 1,988,116</p> <p>Additional numbers 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>Richard A. Giangiorgi, Esq.</u></p> <p>Internal Address: TREXLER, BUSHNELL, GIANGIORGI & BLACKSTONE, LTD. 105 West Adams Street Chicago, IL 60603</p> <p>Street Address: <u>same</u></p> <p>City: _____ State: _____ Zip: _____</p> <p>12/03/2001 TDI AZ1 00000011 1682630</p> <p>01 FC:481 40.00 OP 02 FC:482 200.00 OP</p>	<p>6. Total number of applications and registrations involved:</p> <p style="text-align: center;">9</p> <p>7. Total fee (37 CFR 3.41)..... \$360.00</p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>20-1495</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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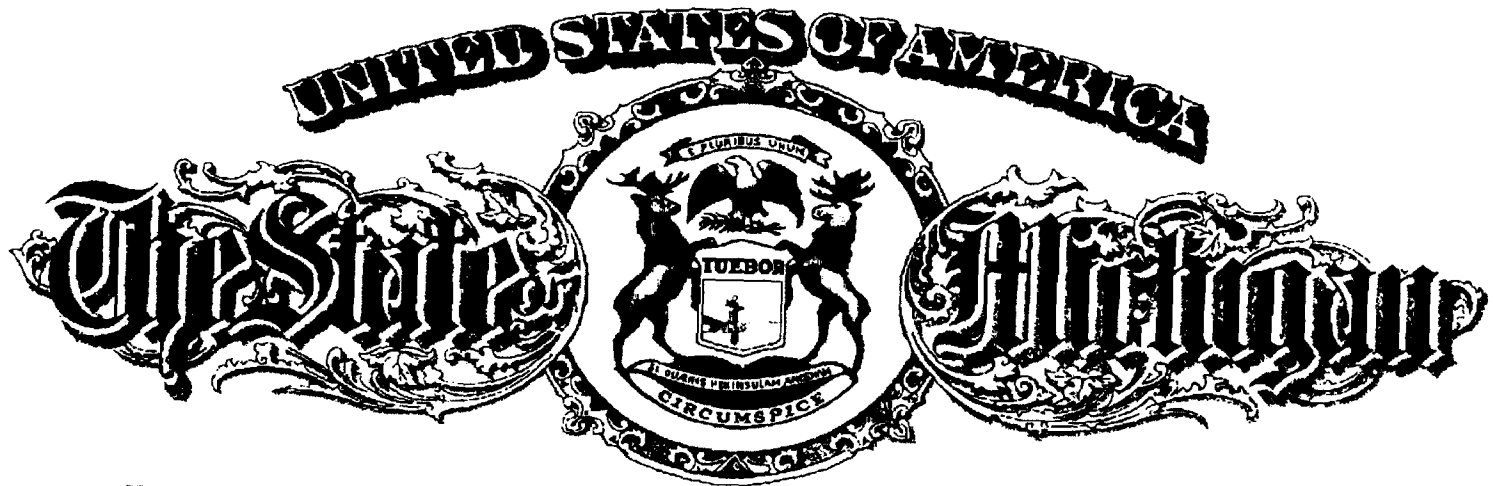
DO NOT USE THIS SPACE

<p>9. Statement and signature.</p> <p>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.</p> <p><u>Richard A. Giangiorgi, Esq. (24,284)</u> <u>11/27/01</u> 13</p> <p>Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: _____</p>	
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TRADEMARK
REEL: 002402 FRAME: 0087

Repln. Ref: 12/03/2001 TDI AZ1 00000011 1682630
Date: 11/27/01
Handwritten Number: 1682630
FC: 704



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 20th day of November, 2001

Andrew S. Mitchell, Director

Bureau of Commercial Services

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the MERGER DOCUMENT

for

RING SCREW TEXTRON INC.

ID NUMBER: 030751

received by facsimile transmission on May 11, 1998 is hereby endorsed

Filed on May 11, 1998 by the Administrator.



*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 11th day
of May, 1998.*

Julie Croll

, Director

Corporation, Securities and Land Development Bureau

C&S 550 (8/96)

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES - CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU		
Date Received		(FOR BUREAU USE ONLY)
Name Jay Barnett Colvin, BODMAN, LONGLEY & DAHLING LLP		
Address 34th Floor, 100 Renaissance Center		
City	State	Zip
Detroit, MI		48243
		EFFECTIVE DATE:

Document will be returned to the name and address you enter above.

CERTIFICATE OF MERGER / CONSOLIDATION

For use by Domestic Profit and/or NonProfit Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), and/or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The Plan of Merger (~~Consolidation~~) is as follows:

a. The name of each constituent corporation and its identification number is:

Ring Screw Works 0307512020 Corp. 67 514811

b. The name of the surviving (new) corporation and its identification number is:

Ring Screw Works 030751

c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Ring Screw Works	Common - 97,635	Yes	n/a
2020 Corp. 67	Common - 60,000	Yes	n/a

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: **Not Applicable**

2. a. (Complete for any profit corporation only)

The manner and basis of converting shares are as follows: **See Attachment**

- b. The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: **See Attachment**
- c. The plan of merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

3. (Complete for any nonprofit corporation only)

- a) If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and * the number, classification and voting rights of its members.
- b) If it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and * the number, classification and voting rights of its directors.
- c) State the terms and conditions of the proposed merger or consolidation, including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving or consolidated corporation, or into cash or other consideration.
- d) If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:
- e) Other provisions with respect to the merger (consolidation) are as follows:

4. (Complete for any foreign corporation only)

This merger (consolidation) is permitted by the laws of the State of _____

the jurisdiction under which _____

(name of foreign corporation)

is organized and the plan of merger (consolidation) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

5. (Complete only if an effective date is desired other than the date of filing. This date must be no more than 90 days after receipt of this document in this office.)

The merger (consolidation) shall be effective on the _____ day of _____, 199_____.

6. TO BE COMPLETED BY MICHIGAN PROFIT CORPORATIONS ONLY (Complete either part a or b for each corporation.)

a. The plan of merger was approved by the unanimous consent of the incorporators of

_____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator)

(Signature of Incorporator)

(Signature of Incorporator)

(Signature of Incorporator)

b. The plan of merger was approved by

the Board of Directors of _____
the surviving Michigan corporation, without approval of the shareholders in accordance with Section 701 of the Act.

☒ the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Ring Screw Works

(Name of Corporation)

2020 Corp. 67

(Name of Corporation)

By C. R. O'Brien
(Signature of President, Vice-President
Chairperson or Vice-Chairperson)

By Herbert L. Henkel
(Signature of President, Vice-President
Chairperson or Vice-Chairperson)

C. R. O'Brien, President
(Type or Print Name and Title)

Herbert L. Henkel, President
(Type or Print Name and Title)

7. TO BE COMPLETED BY MICHIGAN NONPROFIT CORPORATIONS ONLY

The plan of merger or consolidation was approved by

a. _____
the Board of Directors and shareholders or members of the following Michigan corporation(s) in accordance with Sections 701 and 703(1) and (2) of the Act.

_____ the Board of Directors of the following Michigan corporation(s) organized on a directorship basis in accordance with Section 703(3) of the Act.

b. _____
(Name of Corporation)

(Name of Corporation)

By _____
(Signature of President, Vice-President
Chairperson or Vice-Chairperson)

By _____
(Signature of President, Vice-President
Chairperson or Vice-Chairperson)

(Type or Print Name and Title)

(Type or Print Name and Title)

C & S 550

Name of Person or Organization
Remitting Fees:

Bodman, Longley & Dahling LLP

Preparer's Name and Business
Telephone Number:

Jay Barnett Colvin
(313) 259-7777

INFORMATION AND INSTRUCTIONS

1. The merger/consolidation cannot be filed until this form, or a comparable document is submitted.
 2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporation, Securities and Land Development Bureau. The original will be returned to the address appearing in the box on the front as evidence of filing.

Since this document will be maintained on optical disk media, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
 3. This certificate is to be used pursuant to Sections 701 through 707 of the Act for the purpose of merging or consolidating two or more domestic and/or foreign corporations and pursuant to Section 731 or 735 if the merger or consolidation involves one or more foreign corporations.
 4. If more than two corporations are merging or consolidating, the certificate may be adjusted as necessary, or the format may be used as a guide in drafting your own certificate. If additional space is required for any section, continue the section on an attachment.
 5. Item 5 - This document is effective on the date endorsed "Filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
 6. This document must be accompanied by the consent of the Michigan Attorney General if a domestic nonprofit charitable purpose corporation is merging or consolidating into a for profit corporation or a foreign nonprofit corporation that does not have a certificate of authority with Michigan. Contact Consumer Protection and Charitable Trusts, Michigan Attorney General, P.O. Box 30214, 525 W. Ottawa, Lansing, MI 48909. (517) 373-1152.
 7. The certificate must be signed in ink by the president, vice-president, chairperson, or vice-chairperson of each corporation that is merging or consolidating, unless the incorporators of a domestic profit corporation approve the merger pursuant to Sections 706 and 707 of the Act. In that event, Item 5 of the certificate must be signed in ink by the majority of the incorporators, of that corporation.
- FEES: Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.
8. If a foreign corporation authorized to transact business in this state merges into any domestic corporation, the resulting domestic corporation shall pay franchise fees for any increase in authorized shares less such sums as the foreign corporation so merging has previously paid to the state as an initial or additional franchise fee.

NONREFUNDABLE FEE - This fee must be remitted for each domestic corporation involved in the merger	\$50.00
ADDITIONAL FEE: If the authorized shares of the surviving domestic corporation are increased, an additional fee is due:	
each additional 20,000 authorized shares or portion thereof	\$30.00
maximum fee for first 10,000,000 authorized shares	\$5,000.00
each additional 20,000 authorized shares or portion thereof in excess of 10,000,000 shares	\$30.00
maximum fee, per filing, for authorized shares in excess of 10,000,000 shares	\$200,000.00

Consolidation - Organization fees are required for the articles of incorporation of the new consolidated domestic corporation

Mail form and fee to:

The office is located at:

9. Michigan Department of Consumer & Industry Services
Corporation, Securities & Land Development Bureau
Corporation Division
P.O. Box 30054
Lansing, Michigan 48909-7754

6546 Mercantile Way
Lansing, MI 48910
Telephone: (517) 334-6302

ATTACHMENT

2. (a) Proposed Merger. Pursuant to MCLA 450.1701, 2020 Corp. 67, a Michigan corporation, will merge with and into Ring Screw Works, a Michigan corporation. Ring Screw Works will be the surviving corporation and will by subsequent filing change its name to Ring Screw Textron Inc.

Conversion of Capital Stock of Ring Screw Works. At and as of the effective time of the merger, each share of capital stock of Ring Screw Works will be converted into the right to receive an amount of cash as specified in the merger agreement and the outstanding shares of Ring Screw Works will be canceled.

Conversion of Capital Stock of 2020 Corp. 67. At and as of the effective time of the merger, each share of common stock of 2020 Corp. 67 will be converted into one share of common stock of Ring Screw Works as the surviving corporation.

- (b) Articles of Incorporation. A certificate of Restated Articles of Incorporation of Ring Screw Works will be filed in the form attached, to read as did the Articles of Incorporation of 2020 Corp. 67 immediately prior to the effective time of the merger and such restatement shall change the name of Ring Screw Works to Ring Screw Textron Inc.

C&S 510 (8/96)

ATTACHMENT TO CERTIFICATE OF MERGER

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES - CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU		
Date Received		(FOR BUREAU USE ONLY)
Name Jay Barnett Colvin, BODMAN, LONGLEY & DAHLING LLP		EFFECTIVE DATE:
Address 34th Floor, 100 Renaissance Center		
City	State Zip	
Detroit, MI 48243		

Document will be returned to the name and address you enter above

RESTATED ARTICLES OF INCORPORATIONFor use by Domestic Profit Corporations
(Please read information and instructions on last page)*Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:*

1. The present name of the corporation is: Ring Screw Works
2. The identification number assigned by the Bureau is: Q30751
3. All former names of the corporation are:
4. The date of filing the original Article of Incorporation was: August 20, 1929

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is: Ring Screw Textron Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

Common shares 400,000 Preferred shares _____

A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The address of the current registered office is:

31550 Stephenson Highway, Madison Heights MICHIGAN 48071
(Street Address) (City) (State) (Zip Code)

2. The mailing address of the current registered office, if different than above is:

(Street Address) (City) (State) (Zip Code)

3. The name of the current resident agent is: Charles R. O'Brien

ARTICLE V (Optional. Delete if not applicable.)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VI (Optional. Delete if not applicable.)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

ARTICLE VII (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of the director's fiduciary duty. However, this Article shall not eliminate or limit the liability of a director for any of the following: (a) a breach of the director's duty of loyalty to the Corporation or its shareholders; (b) acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law; (c) a violation of Section 551(1) of the Michigan Business Corporation Act (MCL 450.1551(1)); (d) a transaction from which the director derived an improper personal benefit, or, (e) an act or omission occurring before the effective date of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall not adversely affect any right or protection of any director of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

- a. _____ These Restated Articles of Incorporation were duly adopted on the _____ day of _____, 19____, in accordance with the provisions of Section 642 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors.

Signed this _____ day of _____, 19 _____

(Signatures of Incorporators; type or print name under each signature)

- b. x These Restated Articles of Incorporation were duly adopted on 11th day of May, 1998, in accordance with the provisions of Section 642 of the Act and: (check one of the following)

— were duly adopted by the Board of Directors without a vote of the shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

— were duly adopted by the shareholders. The necessary number of shares as required by statute were voted in favor of these Restated Articles.

— were duly adopted by the written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)

x were duly adopted by the written consent of all the shareholders entitled to vote in accordance with Section 407(2) of the Act.

Signed this 11th day of May, 1998

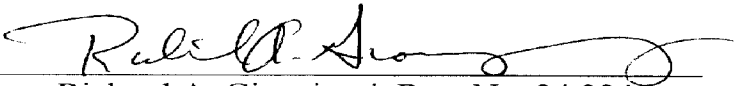
By: _____

(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

(Type or Print Name and Title)

It is respectfully submitted that this change of name be recorded as per Form PTO-1594
attached.

Respectfully submitted,

By: 
Richard A. Giangiorgi, Reg. No. 24,284

TREXLER, BUSHNELL, GIANGIORGI,
BLACKSTONE & MARR, LTD.
105 West Adams Street, 36th Floor
Chicago, Illinois 60603-4102
Tel: (312) 704-1890

Date: November 27, 2001