

02-13-2002



SHEET

101981422

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

1. Name of conveying party(ies): Lawson Mardon Wheaton, Inc.

- Individual(s)
- General Partnership
- Corporation - State New Jersey
- Other

Additional name(s) of conveying party(ies) attached? YES NO

3. Nature of Conveyance:

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

Execution Date: January 27, 1999

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

Name: Wheaton USA Inc.
 Internal Address: _____
 Street Address: 1101 Wheaton Avenue
 City: Millville State: NJ ZIP: 08332-2047

- Individual(s) Citizenship _____
- Association
- General Partnership
- Limited Partnership
- Corporation - State New Jersey
- 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

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

If this document is being filed together with a new application, the execution date of the application is: _____
 A. Trademark Application Number(s) _____ B. Trademark Registration No.(s) 1,172,035

Additional number(s) attached? YES NO

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Benjamin E. Leace
 Internal Address: Ratner & Prestia
 Street Address: Suite 301, One Westlakes, Berwyn,
P.O. Box 980
 City: Valley Forge State: PA ZIP: 19482-0980

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed Check No 20023
 Authorized to be charged to deposit account

8. Deposit account number: 18-0350
 (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.

Benjamin E. Leace
 Name of Person Signing

Benjamin E. Leace
 Signature

1/8/02
 Date

Total number of pages including cover sheet, attachments, and document: 3

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

02/13/2002 TDI/21 00000051 1172035

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40.00 OP

CERTIFICATE OF AMENDMENT TO THE AMENDED
AND RESTATED CERTIFICATE OF INCORPORATION

OF

LAWSON MARDON WHEATON INC.

FILED

JAN 27 1999

James A. DiIentario, Jr.
State Treasurer

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Sections 14A:9-1 (2) (3), 14A:9-2 (4) and 14A:9-4 (3) of the New Jersey Business Corporation Act, LAWSON MARDON WHEATON INC., a New Jersey corporation (the "Corporation"), hereby executes the following Certificate of Amendment to its Amended and Restated Certificate of Incorporation:

1. The name of the Corporation is Lawson Mardon Wheaton Inc.
2. The following amendment (the "Amendment") to the Amended and Restated Certificate of Incorporation of the Corporation was approved by the directors and thereafter duly adopted by the holder of shares of Common Stock, par value \$5.00 per share ("Common Stock"), of the Corporation, without a meeting pursuant to the written consent of the shareholder entitled to consent to the adoption of the Amendment solicited on September 25, 1998.

RESOLVED, that the following amendment (the "Amendment") to the Amended and Restated Certificate of Incorporation of the Corporation, consisting a renumbering of Article FIRST thereof be and the same is hereby approved:

"FIRST" The name of the corporation is Wheaton USA Inc. (the "Corporation").

3. The number of shares of Common Stock entitled to vote thereon was 100.


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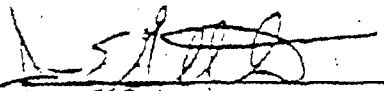
4. The holder of 100 shares of Common Stock consented in writing to the adoption of the Amendment.

Dated: January 27, 1999

LAWSON MARDON WHEATON INC.

By: 
J. Robinson Masliver
Vice President and Secretary

ATTEST:


James E. O'Connell
Assistant Secretary

(SEAL)

