

04-18-2002



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Form PTO-1594 (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): 4-17-02 International Knife & Saw, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: IKS Management, Inc. Internal Address: Street Address: 1299 Cox Avenue City: Erlanger State: KY Zip: 41018 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] 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 [x] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [x] Change of Name [] Other Execution Date: February 12, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/289,341 B. Trademark Registration No.(s) 2,510,241, 2,510,242, 2,514,300 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Diana Y. Tsai Internal Address: Schwartz, Cooper, Greenberger & Krauss Street Address: 180 N. LaSalle Suite 2700 City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41): \$115.00 [x] 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. Diana Y. Tsai Signature Date: 4/16/02 Total number of pages including cover sheet, attachments, and document: 5

4-17-02

04/17/2002 DBYRNE 00000222 76289341 01 FC:481 02 FC:482

40.00 documents to be recorded with required cover sheet information to: 75.00 Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002486 FRAME: 0312

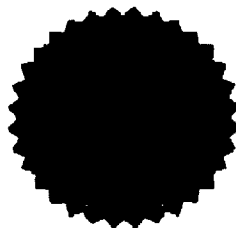
Delaware

PAGE 1

The First State

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 AMENDMENT OF "INTERNATIONAL KNIFE & SAW, INC.", CHANGING ITS NAME FROM "INTERNATIONAL KNIFE & SAW, INC." TO "IKS MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF FEBRUARY, A.D. 2002, AT 3 O'CLOCK P.M.

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

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AUTHENTICATION: 1609913

DATE: 02-12-02
TRADEMARK

REEL: 002486 FRAME: 0313

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 02/12/2002
020093428 - 0882218

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL KNIFE & SAW, INC.**

INTERNATIONAL KNIFE & SAW, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That by written consent of the Board of Directors dated February 1, 2002, resolutions were duly adopted setting forth proposed amendments to the Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendments to be advisable and calling for consideration of said proposed amendments by the sole stockholder of the Corporation. The resolutions setting forth the amendments are as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended by changing the FIRST Article thereof so that, as amended, said Article shall be read as follows:

"FIRST: The name of the Corporation is IKS Management, Inc.";

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended by changing the SIXTH Article thereof so that, as amended, said Article shall be read as follows:

"SIXTH: The number of directors from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. The election of directors need not be by written ballot unless the Bylaws of the Corporation so provide."; and

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended by changing the NINTH Article thereof so that, as amended, said Article shall be read as follows:

"NINTH: [reserved]";

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SECOND: That thereafter, pursuant to the resolutions of the Board of Directors, the proposed amendments were approved by the sole stockholder of the Corporation by a vote of the stockholders taken at a special meeting of the stockholders held on February 12, 2002.

THIRD: That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed on this 12th day of February, 2002.

By: *Frederick L. Schauder*
Name: Frederick Schauder
Title: President