

05-10-2002



102085303

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRADEMARK

RECORDATION FORM COVER SHEET

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof: **4-23-02**

- 1. Name of conveying party: Jet Equipment & Tools, Inc.  
a Washington corporation
- 2. Name and address of receiving party: WMH Tool Group, Inc.  
a Washington corporation  
P.O. Box 1349  
Auburn, Washington 98071-1349
- 3. Nature of Conveyance: Corporate Name Change
- 4. Effective date: March 14, 2002
- 5. Registration Number: See attached Exhibit A. **2323780**
- 6. Name and address of party to whom correspondence concerning document should be mailed:  
John C. Motley  
Stoel Rives LLP  
900 S.W. Fifth Avenue, Suite 2600  
Portland, Oregon 97204  
(503) 294-9584
- 7. Total number of registrations involved: 11
- 8. Total fee (37 CFR 3.41): \$ 290.00
- 9. The Commissioner is hereby authorized to charge any additional fees which may be required in connection with the recording of this document or to credit any overpayment to Deposit Account No. 19-4455.

OFFICE OF PUBLIC RECORDS  
2002 APR 23 PM 1:21  
FINANCE SECTION

05/10/2002 TDIAZ1 00000028 2323780

01 FC:481 40.00 OP  
02 FC:482 250.00 OP

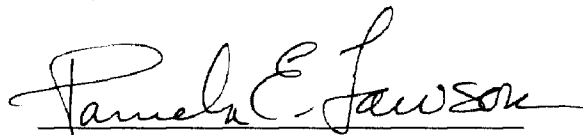
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April 23, 2002

TRADEMARK  
REEL: 002502 FRAME: 0858

10. 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.

Respectfully submitted,



Pamela E. Lawson

Paralegal

Total number of pages comprising conveyance and recordation cover sheet: 10

Date: April 23, 2002

STOEL RIVES LLP  
900 SW Fifth Avenue, Suite 2600  
Portland, Oregon 97204-1268  
Telephone: (503) 294-9609

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**TRADEMARK**  
**REEL: 002502 FRAME: 0859**

EXHIBIT A

Corporate Name Change  
From  
Jet Equipment & Tools, Inc.  
To  
WMH Tool Group, Inc.

<u>Reg. No.</u>	<u>Mark</u>
2,323,780	JETWOOD
2,281,185	XACTA
2,275,091	JET EQUIPMENT & TOOLS
2,223,958	SHOPLINE
2,102,513	JET EQUIPMENT & TOOLS (Stylized)
2,053,857	JET'S GOT IT
1,361,447	JET
1,347,267	JET
834,306	JET
797,758	JET
713,132	JET

U.S. Postal Express Mail Label No. EL 871 981 983 US  
April 23, 2002

63240.1 0038220-00008

**TRADEMARK**  
**REEL: 002502 FRAME: 0860**

# STATE of WASHINGTON



## SECRETARY of STATE

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

### CERTIFICATE OF MERGER

to

**JET EQUIPMENT & TOOLS, INC.**

a Washington Profit Corporation. Articles of Merger were filed for record in this office on the date indicated below.

Merging **WILTON TOOL COMPANY, LLC** into **JET EQUIPMENT & TOOLS, INC.** whereby the name is changed to **WMH TOOL GROUP, INC.**

UBI Number: 278 039 045

Date: March 14, 2002



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

A TRUE COPY  
STOEL RIVES LLP

BY: *Janice E. Lawson*

U. S. Postal Express Mail  
Label No. EL 871 981 983 US  
Date: April 23, 2002

TRADEMARK  
REEL: 002502 FRAME: 0861

2002

FILED  
SECRETARY OF STATE  
MAR 14 2002  
STATE OF WASHINGTON

278039045

**ARTICLES OF MERGER**

of

**WILTON TOOL COMPANY, LLC**

and

**JET EQUIPMENT & TOOLS, INC.**

To the Secretary of State  
State of Washington

Pursuant to the provisions of the Washington Business Corporation Act governing the merger of a foreign limited liability company with and into a domestic business corporation, the said companies hereinafter named do hereby adopt the following plan or agreement of merger:

**FIRST:** The names of the merging companies are Wilton Tool Company, LLC, which is a limited liability company under the laws of the State of Delaware, and Jet Equipment & Tools, Inc., which is a business corporation organized under the laws of the State of Washington.

**SECOND:** Annexed hereto and made a part hereof is the plan or agreement of merger merging Wilton Tool Company, LLC with and into Jet Equipment & Tools, Inc. as set forth in resolutions duly adopted, in the case of Wilton Tool Company, LLC, by its board of managers and, in the case of Jet Equipment & Tools, Inc., by its board of directors. Approval of the plan or agreement of merger by the shareholders of Jet Equipment & Tools, Inc. and by the members/unitholders of Wilton Tool Company, LLC was not required.

**THIRD:** The laws of the State of Delaware, the jurisdiction of organization of Wilton Tool Company, LLC, permit the merger of a limited liability company of that jurisdiction with and into a business corporation of another jurisdiction, and the merger of Wilton Tool Company, LLC with and into Jet Equipment & Tools, Inc. is in compliance with the laws of the said jurisdiction of organization of Wilton Tool Company, LLC.

**FOURTH:** Upon the effective date of the merger, article I of the articles of incorporation of Jet Equipment & Tools, Inc. shall be deemed amended to change the name of said

TELEPHONE  
Fall 03/14/2002 - 9894  
R100, 00 am 03/14/2002  
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surviving company from Jet Equipment & Tools, Inc. to WMR Tool Group, Inc.

IN WITNESS WHEREOF, on behalf of each of the companies merging hereunder, I have subscribed this document as of the ~~11th~~ day of March, 2002, and I certify under penalties of perjury that the information provided above is true, current and correct to the best of my knowledge or belief. I further certify that I am authorized to execute this document on behalf of each of the merging companies.

WILTON TOOL COMPANY, LLC

By: William Bernstein

Name: William Bernstein

Title: Secretary

JET EQUIPMENT & TOOLS, INC.

By: William Bernstein

Name: William Bernstein

Title: Secretary

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PLAN OR AGREEMENT OF MERGER approved as of the 14th day of February, 2002, by Wilton Tool Company, LLC, a limited liability company organized under the laws of the State of Delaware, and by Jet Equipment & Tools, Inc., a business corporation organized under the laws of the State of Washington.

1. Wilton Tool Company, LLC and Jet Equipment & Tools, Inc. shall, pursuant to the provisions of the Limited Liability Company Act of the State of Delaware, and the provisions of the Washington Business Corporation Act, respectively, be merged with and into a single company, to wit, Jet Equipment & Tools, Inc., which shall be the surviving company on the effective date of the merger and is sometimes hereinafter referred to as the "surviving company," and which shall continue to exist as said surviving company under a new name, WMH Tool Group, Inc., pursuant to the provisions of this plan or agreement of merger and the Washington Business Corporation Act. The separate existence of Wilton Tool Company, LLC, which is sometimes hereinafter referred to as the "terminating company," shall cease upon the effective date of the merger in accordance with the provisions of the Limited Liability Company Act of the State of Delaware.

2. The approval of this plan or agreement of merger has been made by resolutions of the board of managers of Wilton Tool Company, LLC and of the board of directors of Jet Equipment & Tools, Inc. Approval of the plan or agreement of merger by the shareholders of Jet Equipment & Tools, Inc. and by the members/unitholders of Wilton Tool Company, LLC was not required.

3. All of the assets and properties (real, personal, mixed, and tangible and intangible, of every kind, nature and description, without limitation) and all of the liabilities and debts (actual, contingent, and otherwise, of every kind, nature and description, without limitation) of Wilton Tool Company, LLC, the terminating company, shall, upon the effective date of the merger, be the assets, properties, liabilities and debts of Jet Equipment & Tools, Inc., the surviving company.

4. The articles of incorporation of the surviving company upon the effective date of the merger shall be the articles of incorporation of said surviving company and shall continue in full force and effect until amended in the manner prescribed by the provisions of the Washington Business Corporation Act. Upon the effective date of the merger (as stated in paragraph FOURTH of the Articles of Merger herein), the name of the surviving company will have changed from Jet Equipment & Tools, Inc. to WMH Tool Group, Inc. by an

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amendment deemed to have been made to article I of the articles of incorporation of said surviving company.

5. The present bylaws of the surviving company will be the bylaws of said surviving company and will continue in full force and effect until changed or amended as therein provided and in the manner prescribed by the provisions of the Washington Business Corporation Act.

6. The directors and officers in office of the surviving company upon the effective date of the merger shall continue to be the members of the board of directors and the officers of the surviving company, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving company.

7. Each outstanding preferred unit and common unit of the terminating company shall, upon the effective date of the merger, be cancelled and not converted or exchanged in any manner. The outstanding shares of the surviving company shall not be converted or exchanged in any manner, but each said share which is outstanding as of the effective date of the merger shall continue to represent one outstanding share of the surviving company.

8. In the event that the merger of the terminating company with and into the surviving company shall have been fully authorized in accordance with the provisions of the Limited Liability Company Act of the State of Delaware and of the Washington Business Corporation Act, the terminating company and the surviving company hereby stipulate that they will cause to be executed and filed or recorded any document or documents prescribed by the laws of the State of Delaware and the State of Washington, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The board of managers, and any officer, acting singly, of the terminating company, and the board of directors, and any officer, acting singly, of the surviving company, respectively, and each and any of them, are hereby authorized and directed to make, execute, deliver, file, and record any and all certificates, agreements, instruments, papers, and documents of any and every kind, nature and description which shall be or become necessary, proper or convenient to carry out and give effect to each and all of the provisions of the Articles of Merger herein and this plan or agreement of merger and the merger described therein.



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IN WITNESS WHEREOF, on behalf of each of the companies merging under this plan or agreement of merger, I have executed this instrument, hereby certifying that I am authorized to execute this instrument on behalf of each of said merging companies.

WILTON TOOL COMPANY, LLC

By: William Bernstein

Name: William BERNSTEIN

Title: Secretary

JET EQUIPMENT & TOOLS, INC.

By: William Bernstein

Name: William BERNSTEIN

Title: Secretary

2002

**ARTICLES OF MERGER**

of

**WILTON TOOL COMPANY, LLC**

and

**JET EQUIPMENT & TOOLS, INC.**

**(Pursuant to the Washington Business Corporation Act)**

**Filed by:**

**William Bernstein  
Attorney-at-Law  
85 East End Avenue  
New York, New York 10028  
(212) 628-4200**