

07-11-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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HEET LY 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): 10-22-01 Anweld Building Products, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Anweld Building Products, LLC Internal Address: Street Address: 1500 Anweld Drive City: Garrettsville State: OH Zip: 44231 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company 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 No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: September 6, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 533,477 1,249,578 1,357,616 2,427,454 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Betsy Hauptman Coy Internal Address: Street Address: 1300 East 9th Street Suite 900 City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 160.00 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. Betsy Hauptman Coy Name of Person Signing Signature Date: October 22, 2001 Total number of pages including cover sheet, attachments, and enclosure: 6

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

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12/11/2001 LUMPELLER 00000008 533477 CHECK Returned To: 11/5/02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 09/06/2001
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CT CORPORATION

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**CERTIFICATE OF MERGER
MERGING
AMWELD BUILDING PRODUCTS, INC., A DELAWARE CORPORATION
INTO
AMWELD BUILDING PRODUCTS, LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Act, the undersigned hereby execute the within Certificate of Merger.

FIRST: The name and State of domicile of each constituent entity are as follows:

<u>Name</u>	<u>State of Formation</u>	<u>Entity</u>
Amweld Building Products, LLC	Delaware	Limited Liability Company
Amweld Building Products, Inc.	Delaware	Corporation

SECOND: An Agreement of Merger has been approved, adopted, certified, executed & acknowledged by each of the constituent entities in accordance with Delaware law.

THIRD: The name of the surviving domestic limited liability company is, and shall be, **AMWELD BUILDING PRODUCTS, LLC.**

FOURTH: The Agreement of Merger is on file at the place of business of the surviving domestic limited liability company, the address of which is 1500 Amweld Drive, Garrettsville, Ohio 44231.

FIFTH: A copy of the Agreement of Merger shall be furnished by the surviving domestic limited liability company on request and without cost to any member of the surviving domestic limited liability company or any stockholder of the constituent corporation.

SIXTH: The Merger is to be effective on the date this Certificate of Merger is filed with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be executed on this 3 day of August, 2001.

AMWELD BUILDING PRODUCTS, INC.

By: Jeffrey David Weiner
Jeffrey D. Weiner

AMWELD BUILDING PRODUCTS, LLC

By: W.W. Management Company
W.W. Management Company, Manager

By: Jeffrey David Weiner
Jeffrey D. Weiner, Secretary

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of August 31, 2001, is made by and between AMWELD BUILDING PRODUCTS, INC., a Delaware corporation ("Amweld"), and AMWELD BUILDING PRODUCTS, LLC, a Delaware limited liability company ("Amweld LLC"). Amweld and Amweld LLC are sometimes referred to herein collectively as the "Constituent Entities."

RECITALS:

A. Amweld (Delaware Charter 933145097) is a Delaware corporation in good standing with 60,760 shares issued and outstanding (the "Amweld Shares").

B. Amweld LLC (Delaware Registration 3430088) is a Delaware limited liability company in full force and effect with 100 membership interests issued and outstanding (the "Amweld Membership Interests").

C. The shareholders and members of both of the Constituent Entities have approved the merger of Amweld with and into Amweld LLC under the provisions of Section 18-209 of the Delaware Code and have approved this Agreement and Plan of Merger.

NOW, THEREFORE, in accordance with the laws of the State of Delaware, Amweld and Amweld LLC hereby agree that:

ARTICLE 1: MERGER

Subject to the conditions hereinafter set forth, Amweld shall be and hereby is merged with and into Amweld LLC, and Amweld LLC shall be the surviving limited liability company formed under the laws of the State of Delaware (herein sometimes called the "Surviving Entity"), upon the terms and conditions hereinafter set forth.

ARTICLE 2: NAME

The name of the Surviving Entity shall be **Amweld Building Products, LLC**.

ARTICLE 3: MANAGERS

From and after the time the merger becomes effective, the Manager of the Surviving Entity shall be the individual or entity who was serving as Manager of Amweld LLC immediately before the effective date of the merger.

ARTICLE 4: REGULATIONS

From and after the time the merger becomes effective, the Declaration of Operating Agreement of the Surviving Entity shall be the Declaration of Operating Agreement of Amweld LLC as in effect immediately before the effective date of the merger.

ARTICLE 5: STATUTORY AGENT

CT Corporation, whose address is 1209 Orange Street, Wilmington, Delaware 19801 shall continue to be the statutory agent upon whom any process, notice or demand against the Surviving Entity may be served, and upon whom any process, notice or demand against either of the Constituent Entities may be served.

ARTICLE 6: TERMS OF MERGER

The terms of the merger, the mode of carrying the same into effect and the manner and basis of making distributions to the shareholders of Amweld in extinguishment of and in substitution for the Amweld Shares shall be as follows:

6.1 Shares. Since on the effective date of the merger all of the outstanding Amweld Shares will be owned by the same shareholder as the sole member of the Surviving Entity, all of the Amweld Shares and the certificates therefor outstanding on the effective date of the merger shall be canceled and of no further force and effect whether or not such certificates shall be surrendered for cancellation, and following the merger the shareholder shall own the following number of membership interests in the Surviving Entity:

<u>Member</u>	<u>No. of Membership Interests Following Merger</u>
W.W. Holdings, Inc.	100

6.2 Operating Agreement of Surviving Corporation. The Declaration of Operating Agreement of Surviving Entity in effect immediately prior to the effectiveness of the merger shall continue to be the Declaration of Operating Agreement of the Surviving Entity immediately following the effectiveness of the merger.

ARTICLE 7: EFFECT OF MERGER

Delaware law shall govern the merger and the Surviving Entity after the effective date of the merger.

ARTICLE 8: EFFECTIVE DATE: CERTIFICATE OF MERGER

As soon as practicable after the execution of this Agreement, a duly executed Certificate of Merger pursuant to the applicable provisions of Delaware law shall be filed with the office of the Secretary of State of Delaware. The Constituent Entities shall effect the merger provided for by this Agreement at the close of business on the day on which the Certificate of Merger is filed with the Delaware Secretary of State, which such date shall be the "Effective Date" of the merger.

ARTICLE 9: SURVIVING ENTITY

Upon the Effective Date, the separate existence of Amweld shall cease and it shall be merged into the Surviving Entity in accordance with this Agreement and Plan of Merger. In furtherance of the above:


A. The Surviving Entity shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the Constituent Entities, and all obligations belonging to or due to each of the Constituent Entities, all of which shall be vested in the Surviving Entity without further act or deed. Title to any real estate or any interest therein vested in any Constituent Entity shall not revert or in any way be impaired by reason of the merger herein provided. The Surviving Entity shall be liable for all the obligations of each Constituent Entity.

B. All rights of creditors of each Constituent Entity are preserved unimpaired. All liens upon the property of any Constituent Entity are preserved unimpaired, solely on the property affected by such liens immediately prior to the Effective Date.

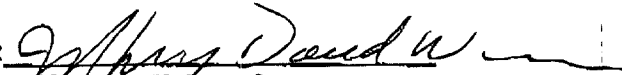
IN WITNESS WHEREOF, both of the Constituent Entities have caused this Agreement to be executed by duly authorized officers as of the date first written above.

AMWELD BUILDING PRODUCTS, INC.

AMWELD BUILDING PRODUCTS, LLC

By: 
Jeffrey D. Weiner, Secretary

By: W.W. Management Company, Manager

By: 
Jeffrey D. Weiner, Secretary