

05-31-2002

TRADEMARKS ONLY

DOCKET #T001619



TRADEMARKS ONLY

To the Honorable Commissioner of

102107624

marks:

Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest
Bacou USA, Inc.

5-28-02

Entity:

Individual(s) Association

General Partnership Limited Partnership

Corporation-State Delaware

Other _____

Additional name(s) of conveying party(ies) attached: _____

yes no

2. Name and Address of Party(ies) receiving an interest:

Name: Bacou-Daloz USA, Inc. formerly known as
 Internal Address: Bacou-Daloz Investment, Inc.
 Street Address: 10 Thurber Boulevard
 City: Smithfield
 State/Zip: RI 02917-1896

Entity:

Individual(s) Association

General Partnership Limited Partnership

Corporation-State Pennsylvania

Other _____

Citizenship _____

3. Description of the interest conveyed:

Assignment Change of Name Other

Security Agreement Merger

Date of execution of attached document September 7, 2001

If not domiciled in the United States, a domestic representative designation is attached:

yes no

(The attached document must not be an assignment)

Additional name(s) and addresses attached: _____

yes no

4. Application number(s) or registration number(s) Additional sheet attached? yes no

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,167,229 TM: BACOU

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

Name: Elliot A. Salter, Esq.

Address: Salter & Michaelson
321 South Main Street

City: Providence

State/Zip: RI 02903-7128

6. Number of applications and registrations involved: 1

7. The \$40.00 filing fee is enclosed.

8. Please charge the \$ _____ filing fee to Deposit Account No. _____ (duplicate copy of this page attached)

9. Please charge any deficiencies in fees or any overpayment to Deposit Account No. 19-0120

DO NOT USE THIS SPACE

10. 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.

Elliot A. Salter

Name of Person Signing Signature

Date: May 17, 2002

Total number of pages comprising coversheet: 1

OFFICE OF PUBLIC RECORDS
 FINANCE SECTION
 MAY 28 PM 4:02

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 05/30/2002 LMUELLER 00000043 2167229
 OL FC:481 40.00 OP

TRADEMARK
 REEL: 002516 FRAME: 0371

Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"BACOU USA, INC." A DELAWARE CORPORATION WITH AND INTO "BACOU-DALLOZ INVESTMENT, INC." UNDER THE NAME OF "BACOU-DALLOZ USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF SEPTEMBER, A.D. 2001, AT 9:05 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SEVENTH DAY OF SEPTEMBER, A.D. 2001, AT 12:01 O'CLOCK A.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

3435128 8100M

AUTHENTICATION: 1339943

010451320

DATE: 09-13-01

TRADEMARK

REEL: 002516 FRAME: 0372

Office of the Secretary of State PAGE 1

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Harriet Smith Windsor, Secretary of State

3435128 8100M

AUTHENTICATION: 1339943

010451320

DATE: 09-13-01

TRADEMARK
REEL: 002516 FRAME: 0373

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 RD 09:03 AM 09/04/2001
 010451320 - 2328055

CERTIFICATE OF MERGER

OF

BACOU USA, INC.

AND

BACOU-DALLOZ INVESTMENT, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified
 are:

(i) BACOU USA, INC., which is incorporated under the laws of the State of
 Delaware; and

(ii) BACOU-DALLOZ INVESTMENT, INC., which is incorporated under the
 laws of the Commonwealth of Pennsylvania.

2. A Plan of Merger has been approved, adopted, certified, executed and
 acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of
 subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by
 BACOU USA, INC. in the same manner as is provided in Section 251 of the General Corporation
 Law of the State of Delaware and by BACOU-DALLOZ INVESTMENT, INC. in accordance with
 the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is
 BACOU-DALLOZ INVESTMENT, INC., which will continue its existence as said surviving
 corporation under the name "Bacou-Dalloz USA, Inc.", upon the effective date of said merger
 pursuant to the provisions of the laws of the State of its incorporation.

4. The Articles of Incorporation of BACOU-DALLOZ INVESTMENT, INC., as
 now in force and effect, shall continue to be the certificate of incorporation of said surviving
 corporation until amended and changed pursuant to the provisions of the laws of the State of its
 incorporation.

5. The executed Plan of Merger between the aforesaid constituent corporations is on
 file at an office of the aforesaid surviving corporation, the address of which is as follows: 2nd &
 Washington Streets, Reading, Berks County, Pennsylvania 19603.

STATE OF DELAWARE
SECRETARY OF STATE
VISION OF CORPORATIONS
LED 09:03 AM 09/06/2001
010451320 - 2328055

CERTIFICATE OF MERGER

OF

BACOU USA, INC.

AND

BACOU-DALLOZ INVESTMENT, INC.

It is hereby certified that:

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(i) BACOU USA, INC., which is incorporated under the laws of the State of Delaware; and

(ii) BACOU-DALLOZ INVESTMENT, INC., which is incorporated under the laws of the Commonwealth of Pennsylvania.

2. A Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by BACOU USA, INC. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by BACOU-DALLOZ INVESTMENT, INC. in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is BACOU-DALLOZ INVESTMENT, INC., which will continue its existence as said surviving corporation under the name "Bacou-Dalloz USA, Inc.", upon the effective date of said merger pursuant to the provisions of the laws of the State of its incorporation.

4. The Articles of Incorporation of BACOU-DALLOZ INVESTMENT, INC., as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of its incorporation.

5. The executed Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 2nd & Washington Streets, Reading, Berks County, Pennsylvania 19603.

6. A copy of the aforesaid Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of BACOU USA, INC., as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of BACOU USA, INC., as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: 2nd & Washington Streets, Reading, Pennsylvania 19603.

8. The Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 12:01 a.m. on September 7, 2001.

BACOU USA, INC.

Dated: September 6, 2001

By:



Name: PHILIP B BAA

Title: President & CEO

BACOU-DALLOZ INVESTMENT, INC.

Dated: September 6, 2001

By:



Name: Deice de la Morandiere

Title: President

200167-1666

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger") is dated as of September 6, 2001, by and between Bacou-Daloz Investment, Inc. ("BDI"), a Pennsylvania corporation, and Bacou USA, Inc. ("Bacou US"), a Delaware corporation.

BACKGROUND

1. BDI is a Pennsylvania corporation. The authorized common stock of Bacou-Daloz Investment, Inc. consists of 3,000 shares of common stock, with a par value of (\$.01) per share, one (1) share of which is issued and outstanding as of date hereof.
2. Bacou US is a Delaware corporation. The authorized capital stock of Bacou US consists of:
 - (a) 50,000,000 shares of common stock, \$.001 par value per share ("Common Stock"), of which 12,612,600 shares are issued and outstanding as of the date hereof; and
 - (b) 5,000,000 shares of preferred stock, \$.001 par value per share ("Preferred Stock"), none of which are issued and outstanding.
3. The respective Boards of Directors of BDI and Bacou US deem the merger of Bacou US with and into BDI, pursuant to the terms and conditions set forth or referred to herein, to be desirable and in the best interests of the respective corporations and their respective shareholders.
4. The respective Boards of Directors and shareholders of BDI and Bacou US have adopted resolutions approving this Plan of Merger.

AGREEMENT

In consideration of the premises and of the mutual covenants and agreements herein contained, and in accordance with the applicable laws and regulations of the State of Delaware and Commonwealth of Pennsylvania, BDI and Bacou US, intending to be legally bound, hereby agree as follows:

ARTICLE I MERGER: BUSINESS

- 1.1 Merger. Subject to the terms and conditions of this Plan of Merger and in accordance with the applicable laws and regulations of the State of

200167-1667

Delaware and the Commonwealth of Pennsylvania on the Effective Date (as that term is defined in Article V hereof), Bacou US shall merge with and into BDI, the separate existence of Bacou US shall cease, and BDI shall be the surviving corporation (such transaction referred to herein as the "Merger" and BDI, as the surviving corporation in the Merger, referred to herein as the "Surviving Corporation").

1.2 Business. The business of the Surviving Corporation shall be conducted at its main office, which shall be located at 2nd and Washington Streets, Reading, Pennsylvania 19603.

1.3 Name. The name of the Surviving Corporation shall be "Bacou-Dalloz USA, Inc."

ARTICLE II CHARTER AND BYLAWS

2.1 Articles of Incorporation. The Articles of Incorporation of BDI shall be the Articles of Incorporation of the Surviving Corporation.

2.2 Bylaws. The Bylaws of BDI shall be the Bylaws of the Surviving Corporation.

ARTICLE III BOARD OF DIRECTORS AND OFFICERS

3.1 Board of Directors. On and after the Effective Date, the directors of BDI shall be those persons set forth on Schedule 1 hereof, and such directors shall serve as such until their successors have been elected and qualified.

3.2 Officers. On and after the Effective Date, the officers of BDI shall be those persons set forth on Schedule 2 hereof, and such officers shall serve as such until their successors have been elected and qualified.

ARTICLE IV CONVERSION OF SHARES

All 12,612,600 shares of Bacou US common stock issued and outstanding immediately prior to the Effective Date shall, on the Effective Date, in the aggregate, be cancelled and automatically be converted into the right to receive 111 shares of the Surviving Corporation (the ratio of the number of shares of Bacou US outstanding to the number of shares of the Surviving Corporation into which such shares of Bacou US are converted is herein referred to as the

200167-1668

"Exchange Ratio"). Each share of BDI common stock issued and outstanding immediately prior to the Effective Date shall, on the Effective Date, continue to be issued and outstanding. The parties intend that the Exchange Ratio to be based on the relative fair market values of BDI and Bacou US, and have determined the Exchange Ratio based on the best available estimates of such values at the time hereof. If any challenges to the fair market value of either Bacou US or BDI result in a value or values that would provide for a different Exchange Ratio, then the parties shall adjust the Exchange Ratio to reflect such new value(s) (the "Adjusted Exchange Ratio"). The Exchange Ratio shall be deemed to be equal to the Adjusted Exchange Ratio for all purposes, and the Surviving Corporation shall issue such number of its shares to its shareholders to account for such adjustment.

ARTICLE V EFFECTIVE DATE OF THE MERGER

This Plan of Merger, and other such documents and instruments as are required by, and complying in all respects with, Pennsylvania Business Corporation Law, the Delaware General Corporate Law, shall be delivered to the appropriate state officials for filing. The Merger shall become effective (the "Effective Date") at 12:01 a.m. Eastern Time on September 7, 2001.

ARTICLE VI EFFECT OF THE MERGER

On the Effective Date the separate existence of Bacou US shall cease, and all of the property (real, personal and mixed), rights, powers, duties and obligations of Bacou US shall be taken and deemed to be transferred to and vested in and assumed by the Surviving Corporation, without further act or deed, as provided by applicable laws and regulations. All obligations of Bacou US shall be assumed by and become obligations of the Surviving Corporation on the Effective Date.

ARTICLE VII AMENDMENT

Subject to applicable law, this Plan of Merger may be amended, by action of the respective Boards of Directors of the parties hereto, at any time prior to consummation of the Merger, but only by an instrument in writing signed by duly authorized officers on behalf of the parties hereto.

ARTICLE VIII
TERMINATION

This Plan of Merger shall terminate by action of the respective Boards of Directors of the parties hereto, at any time prior to consummation of the Merger, but only by an instrument in writing signed by duly authorized officers on behalf of the parties hereto, provided that any such termination of this Plan of Merger shall not relieve any party hereto from liability on account of a breach by such party of any of the terms hereof or thereof.

ARTICLE IX
MISCELLANEOUS

9.1 Counterparts. For the convenience of the parties hereto, this Plan of Merger may be executed in several counterparts, each of which shall be deemed the original, but all of which together shall constitute one and the same instrument. Any party to this Plan of Merger may deliver an executed copy hereof by facsimile transmission to another party hereto and any such delivery shall have the same force and effect as any other delivery of a manually signed copy of this Plan of Merger.

9.2 Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania without reference to the choice of law principles thereof. The parties hereto each hereby agree that any legal action or proceeding against it with respect to this Plan of Merger or instruments delivered in connection with this Plan of Merger shall be brought only in the courts of the Commonwealth of Pennsylvania or of the United States of America for the District of Eastern Pennsylvania, and, by execution and delivery hereof, the parties hereto each accepts and consents to, for itself and in respect to its property, generally and unconditionally, the exclusive jurisdiction of the aforesaid courts with respect to any action or proceeding brought by any party.

200167-1670

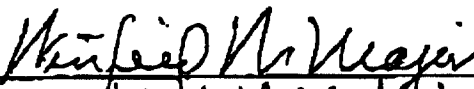
IN WITNESS WHEREOF, Bacou US and BDI have caused this Plan of Merger to be executed by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first written above.

BACOU USA, INC.

By 

Name: PHILIP D BARR

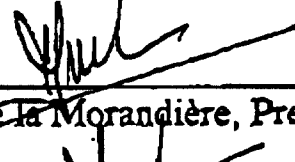
Title: PRESIDENT + CEO

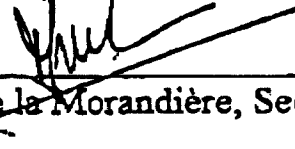
Attest: 

Name: Winfield W. Major

Title: VP-Legal, General Counsel + Secretary

BACOU-DALLOZ INVESTMENT, INC.

By 
Brice de la Morandière, President

Attest: 
Brice de la Morandière, Secretary

200167-1671

Schedule 1
Directors of the Surviving Corporation

Claude Balleyguier

Philip B. Barr

Schedule 2

Officers of the Surviving Corporation

Philip B. Barr	President
Winfield W. Major	Secretary
Jeffrey T. Brown	Treasurer