

07-16-2002

RECORD SECOND



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



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Subject: *Recording Certificate of Merger*  
Our Ref: 10-1380 [10-1202, 10-1208]

7-10-02

Dear Sir or Madam:

Attached for recording against 2 U.S. Registrations identified in Schedule A attached hereto is a five page **Certificate of Merger** which was executed January 1, 2002.

From: **ANDRITZ-AHLSTROM INC.**  
**Ridge Center**  
**Glens Falls, New York 12801-3686**

To: **ANDRITZ INC.**  
**Ridge Center**  
**Glens Falls, New York 12801-3686**

A check in the amount of **\$65.00** for recording against 2 registrations is enclosed. In addition, the Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper hereafter filed in connection with this application by this firm) to our Account No. 14-1140.

Please address all correspondence regarding this document to:

**Duane M. Byers**  
**Nixon & Vanderhye PC**  
**1100 North Glebe Road - Eighth Floor**  
**Arlington, Virginia 22201**  
**Tel: (703) 816-4009**

To the best of my knowledge and belief, the attached document is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

Duane M. Byers

07/15/2002 DBYRNE 00000218 2203582

01 FC:481  
02 FC:482

Date: July 10, 2002 40.00 DP  
25.00 DP

Total number of pages and attachments [ 7 pages and one check ]

**Schedule A**

<b>Trademark</b>	<b>Registration No.</b>	<b>Date</b>
ADVANCED CONTROL EXPERT	2,203,582	11/17/1998
ACE and Design	2,150,666	4/14/1998

CERTIFICATE OF MERGER  
OF  
ANDRITZ INC.,  
INDUSTRIAL WELDING (OF SWEDEN), INC.,  
AND  
TECHNOSTAAL SCEOUTEN, INC.  
WITH AND INTO  
ANDRITZ-AHLSTROM INC.

(Under Section 252 of the General  
Corporation Law of the State of Delaware)

Andritz-Ahlstrom Inc., a Delaware corporation (the "Company"), hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:

- (a) Andritz Inc., an Ohio corporation;
- (b) Industrial Welding (of Sweden), Inc., a California corporation;
- (c) Technostaal Schouten, Inc., a Kansas corporation; and
- (d) Andritz-Ahlstrom Inc., a Delaware corporation.

2. The Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of January 1, 2002, among Andritz Inc., Industrial Welding (of Sweden), Inc., Technostaal Schouten, Inc. and the Company has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 (and, with respect to the Company, Section 228) of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Andritz-Ahlstrom Inc. (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the merger to be "Andritz Inc."

4. The Restated Certificate of Incorporation of the Company as in effect immediately prior to the merger shall be amended in the merger to read in its entirety as set forth in Annex 1 hereto and, as so amended, shall be the Restated Certificate of Incorporation of the Surviving Corporation

5. The executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation at 10745 Westside Parkway, Alpharetta, Georgia 30004.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of each constituent corporation which is not a Delaware corporation is as follows:

Name	Designation	Number of shares	Par value
Andritz Inc., an Ohio corporation	common	500,000	\$1.00
Industrial Welding (of Sweden), Inc., a California corporation	Common	100,000	no par
Technostaal Schouten, Inc., a Kansas corporation	common	30,000	\$1.00

8. This Certificate of Merger and the merger provided for herein shall become effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed as of the 1st day of January, 2002.

ANDRITZ-AHLSTROM INC.

By: \_\_\_\_\_

  
Bjorn Selbekk, President

ANNEX 1

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ANDRITZ INC.

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FIRST: The name of the corporation is ANDRITZ INC.

SECOND: The registered office in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The name of its registered agent is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The corporation shall be authorized to issue one class of stock to be designated Common Stock. The total number of shares that the corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, par value \$.01 per share. The holders of the Common Stock shall have no preemptive right to subscribe for any shares of any class or series of stock of the corporation or any securities of the corporation convertible into such stock.

FIFTH: The Board of Directors may make Bylaws and from time to time may alter, amend or repeal any Bylaws.

SIXTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute.

SEVENTH: The directors of the corporation shall be protected from personal liability, through indemnification or otherwise, to the fullest extent permitted under the General Corporation Law of the State of Delaware as from time to time in effect.

1. A director of the corporation shall under no circumstances have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent such exception from liability or limitation thereof is not permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. The modification or repeal of this paragraph 1 of this Article SEVENTH shall not affect the restriction hereunder of a director's personal liability for any act or omission occurring prior to such modification or repeal.

2. The corporation shall indemnify each director and officer of the Corporation to the fullest extent permitted by applicable law, except as may be otherwise provided in the Corporation's Bylaws, and in furtherance hereof the Board of Directors is expressly authorized to amend the Corporation's Bylaws from time to time to give full effect hereto, notwithstanding possible self-interest of the Directors in the action being taken. The modification or repeal of this paragraph 2 of this Article SEVENTH shall not adversely affect the right to indemnification of any director or officer hereunder with respect to any act or omission occurring prior to such modification or repeal.

# 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 MERGER, WHICH MERGES:

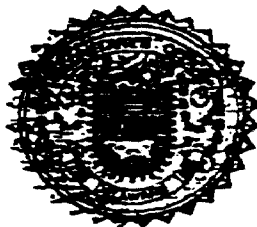
"ANDRITZ INC.", A OHIO CORPORATION,

"INDUSTRIAL WELDING (OF SWEDEN), INC.", A CALIFORNIA CORPORATION,

"TECHNOSTAAL SCHOUTEN, INC.", A KANSAS CORPORATION,

WITH AND INTO "ANDRITZ-AELSTROM INC." UNDER THE NAME OF "ANDRITZ INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JANUARY, A.D. 2002, AT 8:30 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

AUTHENTICATION: 1535078

0462012 8100M

020000036

DATE: 01-02-02

RECORDED: 07/10/2002

TRADEMARK  
REEL: 002543 FRAME: 0562