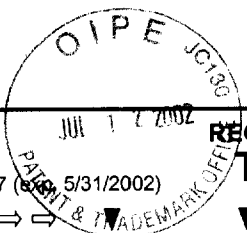


07-18-2002



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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 7-12-02
Woods Acquisition Corporation

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: **Woods Equipment Company**
 Internal Address: **9405 Alden Road**
 Street Address: **9405 Alden Road**
 City: **Alden** State: **IL** Zip: **60033**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 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 No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 2/26/93

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1,187,361

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Jeanne M. Gills**
FOLEY & LARDNER
 Internal Address: **330 N. Wabash Ave.**
Suite 3300

Street Address: **330 N. Wabash Ave.**
Suite 3300

City: **Chicago** State: **IL** Zip: **60611**

7. Total fee (37 CFR 3.41)..... **\$40.00**

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.

Jeanne M. Gills
 Name of Person Signing

Jeanne M. Gills
 Signature

6/24/02
 Date

Total number of pages including cover sheet, attachments, and document: 3

07/17/2002 6TON11 00000142 1187361
01 FC:481 40.00 BP

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

TRADEMARK
REEL: 002545 FRAME: 0229

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
WOODS ACQUISITION CORP.

WOODS ACQUISITION CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), HEREBY CERTIFIES:

FIRST: That the sole director of the Corporation duly adopted a resolution on February 26, 1993 proposing and declaring advisable that Article 1 of the Certificate of Incorporation of the Corporation be amended to read as follows:

1. The name of the corporation is Woods Equipment Company

SECOND: That the foregoing resolution was duly adopted by the sole stockholder of the Corporation through written consent on February 26, 1993 in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the foregoing Amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Woods Acquisition Corp. has caused this certificate to be signed by its President and attested by the Secretary, as of this 26th, day of February, 1993.

By: *Daniel J. Hennessy*
Daniel J. Hennessy,
President

Attest:

By: *Peter M. Gotsch*
Peter M. Gotsch,
Secretary

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, 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 "WOODS ACQUISITION CORP." FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1993, AT 4 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO KENT COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3802488

DATE: 03/01/1993

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