

07-31-2002

Form PTO-1594

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



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To the Honorable Commissioner of Pat.

and original documents or copy thereof.

1. Name of conveying party(ies):

M. C. Canfield Sons

07-29-02

- Individual(s)
- General Partnership
- Corporation--State New Jersey
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Canfield Technologies, Inc.
Internal Address: 1 Crossman Road
Sayreville, NJ 08872

Street Address: 1 Crossman Road

City: Sayreville State: NJ Zip: 08872

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation--State
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 09/24/96

4. Application number(s) or registration number(s):

A. Trademark Application No. (s)

B. Trademark Registration No.(s) 947,920

Additional numbers attached? Yes No

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

Name: Carl S. Clark
Address: Price, Heneveld, Cooper,
DeWitt & Litton
Street Address: Post Office Box 2567
City: Grand Rapids State: MI ZIP: 49501

6. Total number of applications and registrations involved:

1

7. Total fee (37 C.F.R. § 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-2463
(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.

Carl S. Clark
Name of Person Signing

Signature

Date

7/25/02

07/31/2002 LNUELLER 00000002 947920

01 FC:481

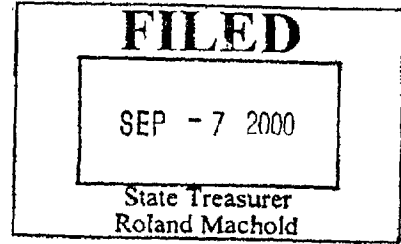
40.00 DP

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

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

TRADEMARK
REEL: 2552 FRAME: 0662

CGN



C-102A Rev 12/93

New Jersey Department of the Treasury
Division of Revenue
Certificate of Amendment to the
Certificate of Incorporation
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is:

Canfield Technologies, Inc.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 10th day of August 2000

Resolved, that Article 1 of the Certificate of Incorporation be amended to read as follows:

"1. The name of the corporation is DGRM Corp."

3. The number of shares outstanding at the time of the adoption of the amendment was: 394
The total number of shares entitled to vote thereon was: 394

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

Number of Shares Voting for Amendment
394

Number of Shares Voting Against Amendment
-0-

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

6. Other provisions: (Omit if not applicable).

Canfield Technologies, Inc.

BY: Daniel V. Grossman
Daniel V. Grossman,
(Signature) Chairman of the Board

Dated this 28th day of August, 2000

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

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1588343

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
M. C. CANFIELD SONS

NCB
FILED
1120044
SEP 25 1996

85
LONNIE R. HOOVER
Secretary of State

M. C. CANFIELD SONS, a New Jersey corporation, hereby certifies:

FIRST: The name of the corporation is M. C. CANFIELD SONS.

SECOND: Article 1 of the Certificate of Incorporation is amended to read as follows:

"1. The name of the corporation is CANFIELD TECHNOLOGIES, INC."

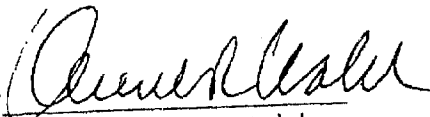
THIRD: The amendment was adopted by the shareholders on September 17, 1996.

FOURTH: The number of shares entitled to vote on the amendment was 400, all of one class.

FIFTH: All of the shareholders entitled to vote on the amendment approved the amendment pursuant to their written consents without a shareholders meeting, and the number of shares represented by such consents was 400.

Executed on September 24, 1996.

M. C. CANFIELD SONS

By 
Kenneth C. Walsh
Vice President

5807165000

CERTIFICATE OF INCORPORATION

OF

M. C. CANFIELD SONS

THIS IS TO CERTIFY, That we, DAVID WEINICK, HENRY BRAUTIGAM, JR., MIRIAM GOLDSTEIN and MURIEL M. FINKEL do hereby associate ourselves into a corporation under and by virtue of Title 14 of the Revised Statutes, and do severally agree to take the number of shares of capital stock set opposite our respective names.

1. The name of the corporation is M.C. CANFIELD SONS.

2. The location of its principal office in this State is at No. 17 Academy Street, in the City of Newark, County of Essex.

3. The name of the agent therein and in charge thereof, upon whom process against this corporation may be served, is DAVID WEINICK.

4. The objects for which this corporation is formed are as follows:-

(a). To manufacture, buy, sell and trade in lead, iron, steel and metals of all kinds, and to manufacture, buy, sell, trade and deal in such other raw materials as may be conveniently or profitably used or sold in connection with said business in any or all its branches.

(b). To carry on the business of smelting of lead, iron and metals of all kinds, and to manufacture, buy, sell and deal in all metal products, or other materials and products thereof.

(c). To make, manufacture, buy and sell solder and other metal products.

(d). To mine, mill, stamp, reduce, smelt, purchase and sell metals, ores, minerals and other products. To manufacture, purchase, acquire, erect, hold, use, sell and dispose of any mining, milling or smelting machinery and tools and materials suitable for or applicable to any such purposes, and to do and perform any and every act, work and labor necessary or advisable for the due, economical and skillful working of such materials, and for the milling, smelting, reduction, extraction, transportation and sale of such metals, ores, minerals and other products.

(e). To buy, sell, exchange, rent or mortgage, and otherwise, acquire, dispose of and deal in real property, both improved and unimproved, and to build, construct, alter, remove or tear down houses or other buildings and to do any and all things looking toward the improvement or enhancing in value of property acquired, and to generally manage, develop and improve real property.

(f). To borrow money, to make and issue promissory notes, bills of exchange, bonds, and evidences of indebtedness of the company of all kinds, for any of the objects or purposes of the company, secured by mortgage, or otherwise, without limit as to amount, and to secure the same in any lawful manner, as may be determined by the directors.

(g). To enter into, make, perform and to carry out contracts of every sort and kind with any person, firm, association, corporation, private, public or municipal or body politic, and with the government of the United States, or any State, Territory or Colony thereof, or any foreign government,

(h). To purchase, hold, own, take over, maintain, develop, sell, convey, lease, mortgage, exchange, improve and to deal in real estate and real property or any interest and rights therein, without limit as to the amount, to purchase, hold, own, take over, sell, hire, lease, mortgage, pledge chattels and chattels real, without limit as to the amount, and to lend money on bonds secured by mortgages for future advances on real estate.

(i). Generally, to do any and everything necessary, convenient or proper for the accomplishment of any of the purposes or objects enumerated herein, or the accomplishment of any purpose or object arising incidentally to the purposes herein mentioned, or which may at any time appear desirable or proper for the protection or best interest of the corporation, either as holders of or interested in any property or otherwise; with all the powers now or which may hereinafter be conferred by the Laws of the State of New Jersey upon corporations under the Act herein referred to.

(j). The foregoing clauses shall be interpreted and construed both as objects and powers, and it is the intention that the powers specified are not to be limited or restricted by the terms of any clause or paragraph herein contained, unless such restriction or limitation is expressed in terms, and it is hereby provided that the objects and powers herein specified are to be regarded as independent objects and powers, and are not to be held to limit or restrict in any manner the powers of the corporation.

(k). The corporation shall also have the power to conduct its business, in all its branches, have one or more offices, and unlimitedly to hold, purchase, mortgage and convey real and personal property in any State, Territory or Colony of the United States and in any foreign country or place.

5. The total authorized capital stock of this corporation is One Thousand (1000) Shares, all of which shall be without nominal or par value, and the said shares may be issued and sold from time to time by the corporation for such

consideration and upon such terms as may from time to time be fixed by the Board of Directors.

6. The names and post office addresses of the incorporators and the number of shares of stock subscribed for by each, the aggregate of which being the amount of the capital stock with which this company will commence business are as follows:-

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
DAVID WEINICK	#17 Academy St., Newark, N.J.	97
HENRY BRAUTIGAM, JR.	#17 Academy St., Newark, N.J.	1
MIRIAM GOLDSTEIN	#299 Clinton Ave., Newark, N.J.	1
MURIEL M. FINKEL	#10 Custer Place, Newark, N.J.	1

7. The period of existence of this corporation is unlimited.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of December, 1956.

Signed, Sealed and
Delivered in the
Presence of

David Weinick
DAVID WEINICK

L.S.

Henry Brautigam, Jr.
HENRY BRAUTIGAM, JR.

L.S.

Miriam Goldstein
MIRIAM GOLDSTEIN

L.S.

Muriel M. Finkel
MURIEL M. FINKEL

L.S.

Barbara Petite
BARBARA PETITE

YONKERS
CERTIFICATE OF INCORPORATION
OF
M. C. CANFIELD SONS

DATED: DECEMBER 18, 1956.

LAW OFFICES

DAVID WEINICK
17 Academy St.
Newark, N.J.

Recorded in book _____
Page _____ of Corporation

FILED AND RECORDED
DEC 20 1956
Edmond J. [Signature]
SECRETARY OF STATE

FILING FEE	<u>30.00</u>
RECORDING	<u>2.25</u>
REPRODUCING COPY	<u>1.00</u>
	33.25

Ch 25.2

TRADEMARK

REEL: 2552 FRAME: 0669

CERTIFICATE OF MERGER
OF
SOLDER HOLDINGS, INC.
AND
M. C. CANFIELD SONS.

Execution
copy

MGB
FILED

MAR 31 1968

JANE BURGIO
Secretary of State

6453890

To the Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:10-4 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are Solder Holdings, Inc., which is a business corporation of the State of New Jersey and M. C. Canfield Sons, which is a business corporation of the State of New Jersey.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging Solder Holdings, Inc. with and into M. C. Canfield Sons as approved by the directors and the shareholders entitled to vote of each of said merging corporations.

3. The number of shares of Solder Holdings, Inc. which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is 500, all of which are of one class. All of the shareholders entitled to vote of the aforesaid corporation approved the Plan of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 500.

4. The number of shares of M. C. Canfield Sons which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is 100, all of which are of one class. All of the shareholders entitled to vote of the aforesaid corporation approved the Plan of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 100.

5. M. C. Canfield Sons will continue its existence as the surviving corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act.

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6. The merger herein provided for shall become effective on March 31, 1988 or such later date as this Certificate of Merger shall be accepted for filing by the New Jersey Secretary of State.

Executed on March 29, 1988.

SOLDER HOLDINGS, INC.

By



Daniel V. Grossman
Vice President

M. C. CANFIELD SONS

By



Jack I. Silverman
President

PLAN OF MERGER approved on March 29, 1988 by SOLDER HOLDINGS, INC., a business corporation of the State of New Jersey, and by its board of directors on said date, and approved on March 29, 1988 by M. C. CANFIELD SONS, a business corporation of the State of New Jersey, and by its board of directors on said date.

1. Solder Holdings, Inc. and M. C. Canfield Sons shall, pursuant to the provisions of the New Jersey Business Corporation Act, be merged with and into a single corporation, to wit, M. C. Canfield Sons, which upon the effective date of the merger shall be the surviving corporation (the "surviving corporation") and which shall continue to exist under its present name pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of Solder Holdings, Inc. (the "terminating corporation") shall cease upon said effective date in accordance with the provisions of said New Jersey Business Corporation Act.

2. The certificate of incorporation of the surviving corporation upon the effective date of the merger shall be the certificate of incorporation of said surviving corporation except that articles 4 and 5 thereof, relating to the purposes of the corporation and the authorized shares of the corporation, are hereby amended so as to read as follows upon the effective date of the merger:

"4. The corporation is organized to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

"5. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 2,500 shares, consisting of 1,500 shares of Common Stock, par value \$.01 per share (the "Common Stock"), and 1,000 share of Preferred Stock, par value \$1.00 per share (the "Preferred Stock"). The Preferred Stock shall be issuable and have terms fixed as follows:

"(a) The Preferred Stock may be issued from time to time in one or more series of any number of shares provided that the aggregate number of shares issued and not cancelled of any and all such series shall not exceed the total number of shares of Preferred Stock authorized herein.

"(b) Authority is hereby vested in the Board of Directors from time to time to issue the Preferred Stock as Preferred Stock of any series and, in

connection with the creation of each such series, to fix resolutions providing for the issuance of shares thereof, the number of shares of such series, the voting powers, if any, the liquidation value, the redemption provisions, if any, the conversion privileges, if any, the dividend rights, if any, the designations, preferences and relative participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of such series to the full extent now or hereinafter permitted by this Certificate of Incorporation and the laws of the State of New Jersey.

"(c) In addition to the foregoing, the Board of Directors may in its discretion assign to the Preferred Stock in connection with each issue thereof such other terms, conditions, restrictions, limitations, rights and privileges as it may deem appropriate."

and said certificate of incorporation as herein amended shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

3. The by-laws of the surviving corporation upon the effective date of the merger shall be the by-laws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first board of directors and the first officers of the surviving corporation, 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 by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into an identical issued share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner but each such share shall upon said effective date be surrendered and extinguished.

6. This Plan of Merger shall be submitted to the shareholders of the terminating corporation and of the surviving corporation for their approval or rejection in

the manner prescribed by the provisions of the New Jersey Business Corporation Act.

7. In the event that this Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation and of the surviving corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The board of directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect the provisions of this Plan of Merger and the merger herein provided for.

9. The effective date of the merger herein provided for shall be March 31, 1988 or such later date as the Certificate of Merger shall be accepted for filing by the New Jersey Secretary of State.