

10-11-2002

WENMM-1594 (05/01)

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



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

Tab settings -> -> ->

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

1. Name of conveying party(ies):

Spectrol Electronics Corporation

10-7-02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State - Delaware, Other

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: August 25, 2000

2. Name and address of receiving party(ies)

Name: OSG-LA, Inc.

Internal Address:

Street Address: 565 Fifth Avenue, Fourth Floor

City: New York State: New York Zip: 10017

- 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? Designations must be a separate document from assignment Additional name(s) & address(es) attached?

OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS FINANCE SECTION 2002 OCT - 7 AM 9:00

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,082,623

Additional number(s) attached Yes No

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

Name: Brad A. Schepers

Internal Address: Woodard, Emhardt, Naughton, Moriarty & McNett LLP

Street Address: 111 Monument Circle, Suite 3700

Bank One Center/Tower

City: Indianapolis State: Indiana Zip: 46204

6. Total number of applications and registrations involved:

1

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.

Brad A. Schepers, Reg. No. 45,431

Name of Person Signing

Signature of Brad A. Schepers

Date: Oct. 1, 2002

Signature

Date

Total number of pages including cover sheet, attachments, and document: 4

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

10/10/2002 6TON11 00000130 2082623

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40.00 OP

TRADEMARK REEL: 002597 FRAME: 0127

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
SPECTROL ELECTRONICS CORPORATION

Pursuant to Section 242 of
the General Corporation Law of
the State of Delaware

Spectrol Electronics Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The Certificate of Incorporation of the Corporation is hereby amended by deleting Article FIRST of the Certificate of Incorporation in its present form and substituting therefor a new Article FIRST in the following form:

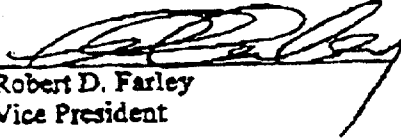
"FIRST: The name of the corporation is OSG-LA, Inc. (the "Corporation')."

SECOND: The amendment to the Certificate of Incorporation of the Corporation set forth in this Certificate of Amendment has been duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, (a) the Board of Directors of the Corporation having duly adopted a resolution setting forth such amendment and declaring its advisability by means of a written consent in lieu of a meeting of the Board of Directors of the Corporation and (b) in lieu of a meeting and vote of stockholders, the holders of the common stock of the Corporation having not less than the minimum number of votes that would have been necessary to adopt such an amendment at a meeting at which all stockholders having a right to vote thereon were present and voted having duly consented in writing to the adoption of such amendment.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Amendment as of the 25th day of August, 2000.

SPECTROL ELECTRONICS
CORPORATION

By: 
Robert D. Farley
Vice President

092520.1
22255-2002

TOTAL P.03

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "SPECTROL ELECTRONICS CORPORATION", CHANGING ITS NAME FROM "SPECTROL ELECTRONICS CORPORATION" TO "OSG-LA, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2216029 8100

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AUTHENTICATION: 0642791

AUTHENTICATION:

DATE: 08-28-00

DATE: