

08/31/92

10-18-2002

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To the Honorable Commissioner of

102254135

ed original documents or copy thereof.

10/11/02

1. Name of conveying party(ies): The Marley Cooling Tower Company

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

Date of execution of attached Document: June 27, 2002

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

3. Nature of conveyance:

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

2. Name and address of receiving party(ies): Marley Cooling Technologies, Inc.

Name: Marley Cooling Technologies, Inc.

Address: 7401 West 129 Street

Street Address:

City: Overland Park State/Country: Kansas ZIP: 66213

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation of 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

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

A. Trademark Application No.(s) 76/287,534;
76/287,535; 76/289,784; 76/301,980; 76/312,915; 76/418,102.

B. Trademark Registration Number(s): 2,274,168; 1,758,201;
1,500,432; 1,364,342; 1,316,823; 1,159,009; 907,185; 864,536;
533,664; 541,726; 533,665; 532,911; 668,671; 721,970;
2,127,197; 1,078,826.

C. Additional numbers attached? Yes No.

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

Name: John H. Weber
Internal Address: BAKER & HOSTETLER LLP
Washington Square, Suite 1100
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5304

6. Total number of applications and registrations involved: No. of applications/reg/TAB

7. Total fee (37 CFR 3.41) \$565.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2036
Atty. Dkt. No.: 87280.00001

(Attach duplicate copy of this page if paying by deposit account)

10/17/2002 DBYRNE 00000079 76287534

DO NOT USE THIS SPACE

01 FC:8521 40.00 OP
02 FC:8522 525.00 OP

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.

John H. Weber
Name of Person Signing

Signature

October 8, 2002
Date

Total number of pages comprising cover sheet: 2

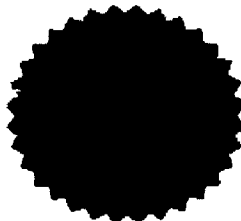
Delaware

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 AMENDMENT OF "THE MARLEY COOLING TOWER COMPANY", CHANGING ITS NAME FROM "THE MARLEY COOLING TOWER COMPANY" TO "MARLEY COOLING TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2002, AT 4:30 O'CLOCK P.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

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020422078

AUTHENTICATION: 1859823

DATE ~~TRADE MARK~~
REEL: 002600 FRAME: 0760

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE MARLEY COOLING TOWER COMPANY

The Marley Cooling Tower Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board adopted the following resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the **FIRST** Article thereof so that said Article shall read as follows: The name of the corporation is Marley Cooling Technologies, Inc.

SECOND: That the sole shareholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, The Marley Cooling Tower Company has caused this certificate to be signed by Christopher J. Kearney, its Executive Vice President and Secretary, this 26th day of June, 2002.

By: /s/ Christopher J. Kearney
Christopher J. Kearney
Executive Vice President and Secretary