

04-10-2003

Form PTO-1594 (Rev. 03/01)



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

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

102411643

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

1. Name of conveying party(ies):
 Name: S&S Acquisition Corp **11-26-02**
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation- New York
 Other
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: S&S Industries, Inc.
 Internal Address: _____
 Street Address: 385 Gerard Avenue
 City: New York State: New York Zip: 10451
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State: New York
 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: Assignment of Security Agreement
 Execution Date: October 22, 2002

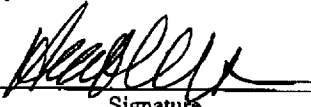
4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 Additional number(s) attached Yes No

B. Trademark Registration No.(s): 2,493,200; 2,438,651; 2,171,504; 1,905,049; 1,817,470; 1,758,480

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Heather Mapstone, Esq.
 Internal Address: Nixon Peabody LLP
 Street Address: Clinton Square, P.O. Box 31051
 City: Rochester State: NY Zip: 14603

6. Total number of applications and registrations involved: 6
 7. Total fee (37 CFR 3.41)..... \$ 165.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number: 50-1804
 (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 document is a true copy of the original document.
Heather Mapstone  11/20/02
 Name of Person Signing Signature Date

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

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01 FC:1521
02 FC:1522

40.00 OP
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CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
S&S ACQUISITION CORP.

C30 45

(Under Section 805 of the Business Corporation Law)

The undersigned, being the President of S&S Acquisition Corp. ("the Corporation"), hereby certifies that:

FIRST: The name of the Corporation is S&S Acquisition Corp.

SECOND: The Certificate of Incorporation was filed by the Department of State of New York on October 22, 2002.

THIRD: Paragraph 1 of the Certificate of Incorporation of the Corporation, setting forth the name of the Corporation, is hereby amended to change the name of the Corporation.

FOURTH: To effect the foregoing, Paragraph 1 of the Certificate of Incorporation is amended to read in its entirety as follows:

"1. The name of the corporation is S&S Industries, Inc."

FIFTH: The amendment to the Certificate of Incorporation effected hereby was authorized by the written consent of the sole director of the Corporation followed by the written consent of the holder of all the outstanding shares of stock of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, this certificate has been executed this 31st day of October, 2002, by the undersigned.

/s/ Jeffrey Gwinnell
Name: Jeffrey R. Gwinnell
Title: President

/

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CSC 45

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
S&S ACQUISITION CORP.

Under Section 805 of the New York Business Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

NOV 11 2002

FILED
TAXS _____
BY: [Signature]
New York

2002 NOV -1 PM 16:20

Filed by: Cheryl Carty

Nixon Peabody LLP
437 Madison Avenue
New York, New York 10022

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STATE OF NEW YORK
DEPARTMENT OF STATE

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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

NOVEMBER 1, 2002



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title "Secretary of State".

Secretary of State

DOS-300 (Rev. 03/02)