

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) M&G 7297.237US01

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

1. Name of conveying party(ies): W.F. Morneau & Associates Inc. [] Individuals [] Association [] General Partnership [] Limited Partnership [x] Corporation-State of Delaware [] Other: Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies): Morneau Sobeco, Ltd. 2000 Technology Drive Suite 325 Pittsburgh, PA 15219-3109

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [x] Change of Name [] Other: Execution Date: January 26, 1999

[] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State of Delaware [] Other: If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be separate document from Assignment) Additional name(s) & address(es) attached? [] Yes [x] No

4. Application number(s) or trademark number(s): A. Trademark Application No.(s)/ Mark(s) B. Trademark Reg. No.(s)/Mark(s) 2,062,951 - POWERFLEX Additional numbers attached? [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Linda M. Byrne, Esq. Address: MERCHANT & GOULD P.C. P.O. Box 2910 Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 1 7. Total fee (37 CFR 3.41): \$40 [] Enclosed [x] Authorized to be charged to deposit account 8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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. Linda M. Byrne Name of Person Signing [Signature] Signature April 27, 2003 Date

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks Box Assignments Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

State of Delaware
Office of the Secretary of State

PAGE 1

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 "W. F. MORNEAU & ASSOCIATES, INC.", CHANGING ITS NAME FROM "W. F. MORNEAU & ASSOCIATES, INC." TO "MORNEAU SOBECO, LTD.", FILED IN THIS OFFICE ON THE FOURTH DAY OF FEBRUARY, A.D. 1999, AT 1:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0877627 8100

991085130

AUTHENTICATION: 9610471

DATE: 03-04-99

Received Time Apr. 7. 4:06PM

TRADEMARK

REEL: 002641 FRAME: 0817

TOTAL P.02

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

First: That at a meeting of the Board of Directors of W. F. Morneau & Associates, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendment as following:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

The name of the corporation is Morneau Sobeco, Ltd.

Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were vote in favor of the amendment.

Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

In Witness Whereof, said Board of Directors has caused this certificate to be signed by Eva. R. Kralits, an Authorized Officer, this 26 day of January, A.D. 1999.

By: 
(Authorized Officer)

Name: Eva R. Kralits

ODMA\PCDOCS\FWDOCS\1616521

Received Time Apr. 7. 4:06PM

CT CORPORATION

TRADEMARK

REEL: 002641 FRAME: 0818

SPECIAL RESOLUTION OF THE BOARD OF DIRECTORS

OF

W.F. MORNEAU & ASSOCIATES INC.
(the "Corporation")

CHANGE OF NAME

WHEREAS the Corporation proposes to file articles of amendment to change its name; and

WHEREAS the Corporation is able to pay its liabilities as they become due, and the realizable value of the Corporation's assets is not less than the aggregate of its liabilities;


RESOLVED as a special resolution that the articles of the Corporation be amended to change the name of the Corporation to Morneau Sobeco, Ltd.

The foregoing special resolution is consented to by all the Directors of the Corporation.

DATED the 23rd day of December, 1998.



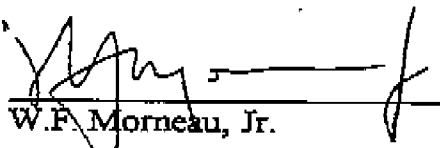
G.P. Connelly




R. Gaudet




E.R. Kralits




W.F. Morneau, Jr.



W.F. Morneau, Sr.



G.R. Phillips



E.M. Verrese