

01-17-2003

930002-8000 TM

Form PTO-1594



SHEET
LY

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

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

102340952

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

1. Name of conveying party(ies):

Thermo Fibertek Inc.

1-13-03

- Individuals
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of Conveyance:

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

Effective Date: July 12, 2001

2. Name and address of receiving party(ies):

Name: Kadant Inc.
Address: 436 Quaker Road
Queensbury
New York

12804

- 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: 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)

B. Trademark Registration No.(s)
2,022,468
1,452,931

Additional numbers attached? Yes No

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

Name: Marilyn Matthes Brogan
Internal Address: FROMMER LAWRENCE & HAUG LLP
745 Fifth Avenue
New York, New York 10151

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)\$65.00

- Enclosed
- Authorized to be charged to deposit account if additional fees are deemed necessary.

8. Deposit account number:
50-0320

FINANCE SECTION
RECORDS

DO NOT USE THIS SPACE

9. Signature.

Marilyn Matthes Brogan

Name of Person Signing

Marilyn M Brogan
Signature

January 9 2003
Date

Total number of pages including cover sheet, attachments, and documents: 10

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

01/17/2003 LNUELLER 00000008 2022468

01 FC:8521

40.00 DP

25.00 DP

00101530.DOC

TRADEMARK
REEL: 002650 FRAME: 0563

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
THERMO FIBERTEK INC.

THERMO FIBERTEK INC. (the "Corporation"), organized and existing under and by virtue of the General Law of the State of Delaware, does hereby certify as follows:

At meetings of the Board of Directors of the Corporation held on September 28, 2000 and March 20, 2001, the Board of Directors duly adopted resolutions pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth amendments to the Certificate of Incorporation of the Corporation, as amended, and declaring said amendments to be advisable. The stockholders of the Corporation duly approved, pursuant to said Section 242, said proposed amendments at the Corporation's Annual Meeting of Stockholders held on May 15, 2001. The resolutions setting forth the amendments to the Certificate of Incorporation, as amended, are as follows:

RESOLVED: That, subject to stockholder approval, Article FIRST of the Certificate of Incorporation of the Corporation, as amended, be and hereby is deleted in its entirety and the following new Article FIRST be and hereby is inserted in lieu thereof:

"FIRST: The name of the Corporation is Kadant Inc."

FURTHER RESOLVED: That, subject to stockholder approval, the following new paragraph be and hereby is inserted immediately prior to the first paragraph of Article FOURTH of the Certificate of Incorporation of the Corporation, as amended:

"That each five issued and outstanding shares of Common Stock (as defined below) shall be combined, reclassified and changed into one share of Common Stock of the Corporation; provided, however, that in lieu of any fractional shares of Common Stock to which any stockholder would otherwise be entitled pursuant hereto (taking into account all shares of capital stock owned by such stockholder), such stockholder shall be entitled to receive a cash payment equal to the amount determined by the Board of Directors to be the fair value of a share of Common Stock multiplied by the proportion that such fractional share bears to one share of Common Stock."

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 07/11/2001
010332581 - 2278669

**FURTHER
RESOLVED:**

That, subject to stockholder approval, Article FOURTH of the Certificate of Incorporation of the Corporation, as amended, be and hereby is deleted in its entirety and the following new Article FOURTH be and hereby is inserted in lieu thereof:

"FOURTH. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 155,000,000 shares, consisting of (i) 150,000,000 shares of Common Stock, \$.01 par value per share ("Common Stock"), and (ii) 5,000,000 shares of Preferred Stock, \$.01 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK.

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.

2. Voting. The holders of the Common Stock shall have voting rights at all meetings of stockholders, each such holder being entitled to one vote for each share thereof held by such holder. There shall be no cumulative voting.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of Delaware.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.

4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

B. PREFERRED STOCK.

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issuance of the shares thereof, to determine and fix the number of shares of such series, such voting powers thereof, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolution or resolutions, all to the full extent now or hereafter permitted by the General Corporation Law of Delaware. Without limiting the generality of the foregoing, the resolution or resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise provided in this Certificate of Incorporation, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the designation or issuance of any

shares of any series of the Preferred Stock authorized by and complying with the conditions of this Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation."

This Certificate of Amendment to Certificate of Incorporation is to be effective at 9:00 a.m. on Thursday, July 12, 2001.

[The Remainder Of This Page Has Intentionally Been Left Blank]

- 4 -

** TOTAL PAGE.06 **

TRADEMARK
REEL: 002650 FRAME: 0567

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its President and Chief Executive Officer this 11th day of July, 2001.

THERMO FIBERTEK INC.

By: 
William A. Rainville
President and Chief Executive Officer

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on FEB 11 2002



A handwritten signature in cursive script, appearing to read "J. Laube", followed by a horizontal line.

Special Deputy Secretary of State

DOS-1266 (7/00)

CT-07

NYS Department of State
Division of Corporations, State Records and UCC
41 State Street, Albany, NY 12231-0001
www.dos.state.ny.us

Certificate of Assumed Name
Pursuant to General Business Law, §130

1. NAME OF ENTITY

Kadant Inc.

2. BUSINESS FORMED UNDER (CHECK ONE):

- Business Corporation Law
- Limited Liability Company Law
- Education Law
- Not-for-Profit Corporation Law
- Insurance Law
- Revised Limited Partnership Act
- Other (specify law): _____

3. ASSUMED NAME

Kadant AES

4. PRINCIPAL PLACE OF BUSINESS IN NEW YORK STATE (MUST BE NUMBER AND STREET. IF NONE, INSERT OUT-OF-STATE ADDRESS)

Kadant Inc.
One Acton Place, Suite 202
Acton, MA 01720

5. COUNTIES IN WHICH BUSINESS WILL BE CONDUCTED UNDER ASSUMED NAME

ALL COUNTIES (If not, circle county[ies] below)

Albany	Columbia	Genesee	Monroe	Orleans	Saratoga	Tompkins
Allegany	Cortland	Greene	Montgomery	Oswego	Schenectady	Ulster
Bronx	Delaware	Hamilton	Nassau	Otsego	Schoharie	Warren
Broome	Dutchess	Herkimer	New York	Putnam	Schuyler	Washington
Cattaraugus	Essex	Jefferson	Niagara	Queens	Seneca	Wayne
Cayuga	Franklin	Kings	Oneida	Rensselaer	Stauben	Westchester
Chautauqua	Fulton	Lewis	Onondaga	Richmond	Suffolk	Wyoming
Chemung	Madison	Livingston	Ontario	Rockland	Sullivan	Yates
Chenango			Orange	St. Lawrence	Tioga	


6. NUMBER AND STREET ADDRESS(ES) AND COUNTY OF EACH BUSINESS LOCATION WITHIN NEW YORK STATE (USE CONTINUOUS SHEET, IF NEEDED)

No New York State Business Location

436 Quaker Road
Queensbury, NY 12804
Warren County

INSTRUCTIONS FOR SIGNATURE: If corporation, by an officer; if limited partnership, by a general partner; if limited liability company, by a member or manager or by an attorney-in-fact or authorized person for such corporation, limited partnership, or limited liability company.

Sandra L. Lambert, Secretary
Name and Title


Signature

CT-07

CERTIFICATE OF ASSUMED NAME
OF

Kādant Inc.

Pursuant to §130, General Business Law

01/12/14

FILER'S NAME AND MAILING ADDRESS

Sandra L. Lambert, Secretary
Kādant Inc.
One Acton Place
Acton, MA 01720

STATE OF NEW YORK
DEPARTMENT OF STATE

(For Office Use Only)

930624000259

019

97.0304

FILED 2/1/02
Amt of CK Charge \$ 85
Auth # _____
Filing Fee \$ 25
County Fee \$ 25
Copy Fee \$ 10
Refund \$ _____
Spec Handle \$ C _____
Spec Handle \$ F 25
By: 019


2

EXPRESS MAIL MAILING CERTIFICATE


Mailing Label Number: EV195876889US

Date of Deposit: January 13, 2003

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" Service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231.



(Typed or printed name of person mailing paper or fee)



(Signature of person mailing paper or fee)

State of Delaware
Office of the Secretary of State

PAGE 1

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 "THERMO FIBERTEK INC.", CHANGING ITS NAME FROM "THERMO FIBERTEK INC." TO "KADANT INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JULY, A.D. 2001, AT 9:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWELFTH DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2278669 8100

AUTHENTICATION: 1252668

010349805

DATE: 07-19-01

RECORDED: 01/13/2003

TRADEMARK
REEL: 002650 FRAME: 0573