



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

1. Name of conveying party(ies): 2-3-03
 Titan Tool Inc.
 107 Bauer Drive
 Oakland, NJ 07436

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of NEW JERSEY
 Other _____

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

2. Name and address of receiving party(ies):
 Titan Tool, Inc.
 107 Bauer Drive
 Oakland, NJ 07436

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of DELAWARE
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 29, 1994

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)

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

A. Trademark Application No(s). and description B. Trademark Registration No(s). and description

1,751,011 (TITAN PRO-FINISH)

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

John M. Haurykiewicz
 FAEGRE & BENSON LLP
 2200 Wells Fargo Center
 90 South Seventh Street
 Minneapolis, MN 55402-3901
 612/766-8216

6. Total number of applications and registrations involved: 01

7. Total fee (37 CFR 3.41) \$40.00

Enclosed
 Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

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.

John M. Haurykiewicz, #29,311 [Signature] January 28, 2003
 Name of person signing Signature Date

02/04/2003 LMUELLER 00000038 1751011 Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
 Director - U.S. Patent and Trademark Office, Box Assignments
 Washington, D.C. 20231

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**TITAN TOOL, INC.,
a New Jersey corporation**

INTO

**TITAN TOOL HOLDINGS, INC.,
a Delaware corporation**

**(Pursuant to Section 253 of the
General Corporation Law of Delaware)**

Titan Tool Holdings, Inc. (the "Corporation"), a corporation incorporated on the 3rd day of May, 1991, pursuant to the provisions of the General Corporation Law of Delaware DOES HEREBY CERTIFY:

FIRST: That the Corporation owns all of the issued and outstanding capital stock of Titan Tool, Inc., a corporation organized and existing under the laws of the State of New Jersey.

SECOND: That the Board of Directors of Corporation by the unanimous written consent of the members thereof on August 30, 1994, determined to merge Titan Tool, Inc. into itself, and did adopt the following resolutions:

WHEREAS, the Corporation is the legal and beneficial owner of all of the issued and outstanding common stock, ps

value \$0.01 per share (the "Common Stock"), of Titan Tool, Inc.,
a New Jersey corporation (the "Subsidiary");

WHEREAS, said Common Stock is the only issued and
outstanding class of stock of Subsidiary; and

WHEREAS, the Corporation desires to merge Subsidiary into
itself and to be possessed of all the estate, property, rights,
privileges and franchises of Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation
merge into itself, and it hereby does merge into itself
Subsidiary and assume all of Subsidiary's liabilities and
obligations;

FURTHER RESOLVED, that at the effective time of the
merger, the name of the Corporation, which is the surviving
corporation, shall be changed to Titan Tool, Inc., so that the
Certificate of Incorporation of the Corporation shall be amended
to read: "1. The name of this corporation is Titan Tool, Inc.";

FURTHER RESOLVED, that the proposed merger be submitted
to the stockholders of the Corporation and that upon receiving
the written consent of such stockholders that the merger shall be
deemed approved;

FURTHER RESOLVED, that the President or any Vice President, and the Secretary or Treasurer of Corporation, be and they hereby are directed to make and execute, under the corporate seal of Corporation, a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Subsidiary into Corporation and assume Subsidiary's liabilities and obligations, and the date of adoption thereof, and to cause said Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware, and a certified copy recorded in the office of the Recorder of Deeds of Kent County, Delaware; and

FURTHER RESOLVED, that the officers of Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or appropriate to effect said merger.

THIRD: That this merger has been approved by the holders of all of the outstanding stock of the Corporation entitled to vote thereon, by unanimous written consent without a meeting on August 30, 1994 pursuant to Section 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this Certificate of Merger and Ownership to be signed by Bill L. Aishman, its President, and attested to by Russell T. Semelsberger, its Secretary this 29 day of August, 1994.

TITAN TOOL HOLDINGS, INC.

By: Bill L. Aishman
Bill L. Aishman
President

Attest:

Russell T. Semelsberger
Russell T. Semelsberger
Secretary

[Seal]

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 OWNERSHIP, WHICH MERGES:

"TITAN TOOL, INC.", A NEW JERSEY CORPORATION,
WITH AND INTO "TITAN TOOL HOLDINGS, INC." UNDER THE NAME OF "TITAN TOOL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF AUGUST, A.D. 1994, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9513099
DATE: 01-11-99