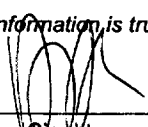


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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>		RE	03-03-2003	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents		102378953	Original documents or copy thereof.	
1. Name of conveying party(ies): Cumberland Acquisition Corporation (Delaware) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: <u>Cumberland Engineering Corporation</u> Internal Address: _____ Street Address: <u>100 Roddy Avenue</u> <u>S. Attleboro</u> City: _____ State: <u>MA</u> Zip: <u>02703</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>December 16, 1999</u>		4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>2,140,354</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Donald A. Gregory</u> Internal Address: <u>F8800.0612/T043</u> <u>Dickstein Shapiro Morin &amp; Oshinsky</u> LLP Street Address: <u>2101 L Street, NW</u> City: <u>Wash.</u> State: <u>DC</u> Zip: <u>20037</u>		6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">1</span> 7. Total fee (37 CFR 3.41).....\$ <u>40.00</u> <input checked="" type="checkbox"/> Authorized to be charged to credit card (PTO-2038 attached) <input checked="" type="checkbox"/> Authorized to be charged to deposit account (any deficiencies) 8. Deposit account number: <u>04-1073</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>		
<b>DO NOT USE THIS SPACE</b>				
9. Statement and signature. <i>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.</i> <u>Donald A. Gregory (28,954)</u>  <u>2-26-03</u> Name of Person Signing      Signature      Date Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">5</span>				

03/03/2003 LHMJELLER 00000069 2140354 01 FC:8521 40.00 DP

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

TRADEMARK REEL: 002681 FRAME: 0209

Office of the Secretary of State

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 "CUMBERLAND ACQUISITION CORPORATION", CHANGING ITS NAME FROM "CUMBERLAND ACQUISITION CORPORATION" TO "CUMBERLAND ENGINEERING CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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991555144

AUTHENTICATION: 0161266

DATE: 12-23-99

Certificate of Amendment  
of  
Certificate of Incorporation  
of  
CUMBERLAND ACQUISITION CORPORATION  
Under Section 242 of the General Corporation Law  
of the State of Delaware

Cumberland Acquisition Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That pursuant to a unanimous written consent of the Corporation's Board of Directors dated December 16, 1999, resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and proposing to submit said amendment to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

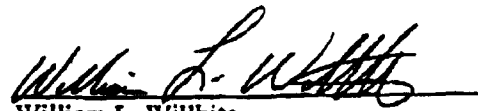
RESOLVED, that the Board of Directors of the Corporation hereby declares it advisable and in the best interest of the Corporation that the name of the Corporation be changed to "Cumberland Engineering Corporation" and that Article FIRST of the Certificate of Incorporation be amended to read as follows:

FIRST: The name of the Corporation shall be Cumberland Engineering Corporation.

SECOND: That in lieu of a meeting and vote of stockholders, the holders of a majority of the issued and outstanding shares of capital stock of the Corporation have given their 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 applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Cumberland Acquisition Corporation has caused this Certificate of Amendment to be signed by a duly authorized officer this 16 day of December, 1999.



William L. Willhite  
Vice President

10K390 v1: N03001 DOC