

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

La Barge, Inc.

- Individual(s)
- 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

Execution Date: May 1, 2000

2. Name and address of receiving party(ies)

Name: Maitland-Smith, Inc.

Internal

Address:

Street Address: 4000 Lifestyle Court

City: High Point State: NC Zip: 27265

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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)

1,239,470

1,239,471 1,252,308

Additional number(s) attached Yes No

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

Name: Michael Bradley

Internal Address: Suite 900

Street Address: 607 14th Street, N.W.

City: Washington State: D.C. Zip: 20005

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

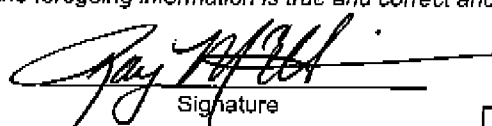
(Attach duplicate copy of this page if paying by deposit account)

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 copy is a true copy of the original document.

Raymond H. McIlwain
Name of Person Signing


Signature

8/27/03
Date

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

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

OP \$90.00 1239470

D&S 550r (Rev. 1/99)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU	
Date Received MAY 01 2000	(FOR BUREAU USE ONLY)
<p>FILED</p> <p>MAY 01 2000</p> <p>Administrator CORP SECURITIES & LAND DEV. BUREAU</p>	
<p>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p>	
<p>Name Nikor Lombard, CT Corporation System</p>	
<p>Address 1201 Peachtree St., Suite 1240</p>	
City Atlanta, Georgia	State Georgia
Zip Code 30361	
EFFECTIVE DATE: MAY 1, 2000	
Expiration date for new assumed names: December 31,	
Expiration date for transferred assumed names appear in Item 6	

Document will be returned to the name and address you enter above if left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER
**Cross Entity Merger for use by Profit Corporations, Limited Liability Companies
and Limited Partnerships**

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its Identification number is:

see attached Plan of Merger	
LaBarge, Inc.	010657

b. The name of the surviving (new) entity and its Identification number is:

Maitland-Smith, Inc.	not qualified
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Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

4000 LifeStyle Court, High Point, NC 27265

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 1st day of May, 2000.

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
6250 66754 aar ck

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Maitland-Smith, Inc.	1,000 common \$1 p.v.	common	n/a
LaBarge, Inc.	1,000 common \$1 p.v.	common	n/a

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows: see attached

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

none

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The plan of merger was approved by:
 the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

LaBarge, Inc.

By Ronald J. Hoffman
 (Signature of Authorized Officer or Agent)
 Ronald J. Hoffman
 (Type or print name)
 LaBarge, Inc.
 (Name of Corporation)

By Ronald J. Hoffman
 (Signature of Authorized Officer or Agent)
 Ronald J. Hoffman
 (Type or print name)
 Maitland-Smith, Inc.
 (Name of Corporation)

PLAN OF MERGER

PLAN OF MERGER, dated as of April 25, 2000, between Maitland-Smith, Inc., a North Carolina corporation (the "Surviving Corporation") and LaBarge, Inc., a Michigan corporation (the "Merging Corporation") (with the Surviving Corporation and the Merging Corporation collectively referred to herein as the "Constituent Corporations").

A. The Constituent Corporations entering into this Plan of Merger which provides for, among other things, the merger of the Merging Corporation with and into the Surviving Corporation pursuant to the terms and conditions set forth herein (the "Merger").

B. The terms and conditions of the Merger, the mode of carrying the same into effect, the manner of dealing with the shares of the Constituent Corporations outstanding immediately prior to the effective time of the Merger, and other pertinent provisions of the Merger, are hereinafter set forth.

ARTICLE I

In accordance with the provisions of the laws of the State of North Carolina and Michigan, the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The Merger shall become effective upon filing the Articles of Merger with the Secretary of State of North Carolina in accordance with the General Statutes of North Carolina (the "Statutes") and the Certificate of Merger with the Secretary of State of Michigan on May 1, 2000 (the "Effective Date").

ARTICLE III

The Agreement has been adopted pursuant to Section 55 of the General Statutes of North Carolina.

ARTICLE IV

At the Effective Date the directors and officers of the Surviving Corporation shall be the directors and officers of the Surviving Corporation. Each director and officer shall hold office, subject to the applicable provisions of the Articles of Incorporation and bylaws of the Surviving Corporation, until the next annual stockholders meeting of the Surviving Corporation and until their successors shall be elected or appointed and shall duly qualify.

ARTICLE V

On the Effective Date the issued shares of capital stock of the Merging Corporations shall by virtue of the Merger forthwith cease to exist and be canceled without payment of any consideration thereof.

ARTICLE VI


At the Effective Date the separate existence of the Merging Corporations shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and property of every kind and description of the Merging Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation, shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporations respectively. The Merging Corporations hereby agree, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporations or otherwise to take any and all such action.

All rights of creditors and all liens upon the property of either said corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

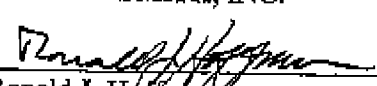
ARTICLE VII

The officers of each of the corporations party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

LABARGE, INC.

By: 
 Ronald J. Hoffman
 Vice President

MATTLAND-SMITH, INC.

By: 
 Ronald J. Hoffman
 Vice President