

04-10-2003

To the Honorable Co

Please record the



ademarks:

eof.

102415114

1. Name of Party(ies) conveying an interest:

Associated Pile & Fitting Corporation
262 Rutherford Blvd.
Clifton, New Jersey 07014



Entity:

___ Individual(s) ___ Association

___ General Partnership ___ Limited Partnership

XX Corporation-State New Jersey

___ Other _____

Additional name(s) of conveying party(ies) attached:

___ yes XX no

2. Name and Address of Party(ies) receiving an interest:

Name: Associated Pile & Fitting, LLC
Street Address: 262 Rutherford Blvd.
City: Clifton
State: New Jersey 07014

Entity:

___ Individual(s) ___ Association

___ General Partnership ___ Limited Partnership

___ Corporation - State _____

XX Other Limited Liability Company - Delaware

Citizenship _____

If not domiciled in the United States, a domestic representative designation is attached:

___ yes XX no

(The attached document must not be an assignment)

Additional name(s) and addresses attached:

___ yes XX no

3. Description of the interest conveyed:

___ Assignment ___ Change of Name ___ Other _____

___ Security Agreement ___ XX Merger

Execution date of attached document March 31, 2003

4. Application number(s) or registration number(s). Additional sheet attached? ___ yes XX no

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,025,714; 1,209,106; 1,233,984; 1,195,501; 1,204,525; 1,462,488

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

Name: Richard Y. Kim, Esquire
FIRM: McDermott, Will & Emery
Address: 600 13th Street, N.W.
City/State/Zip: Washington, D.C. 20005-3096

6. Number of applications and registrations involved: 6

7. ___ The \$ _____ filing fee is enclosed.

8. XX Please charge the \$ 165.00 filing fee to Deposit Account No. 500417 (duplicate copy of this page attached)

9. XX Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 500417.

04/10/2003 LMJELLER 00000005 500417 1025714

01 FC:0521 40.00 CH
02 FC:0522 125.00 CH

DO NOT USE THIS SPACE

10. 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.

Richard Y. Kim
Name of Person Signing

Signature

April 7, 2003
Date

Total number of pages comprising coversheet: 1

CERTIFICATE OF MERGER
OF
ASSOCIATED PILE & FITTING CORP.
AND
ASSOCIATED PILE & FITTING, LLC

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is Associated Pile & Fitting, LLC, a Delaware limited liability company.
2. The name of the corporation being merged into this surviving limited liability company is Associated Pile & Fitting Corp. The jurisdiction in which this corporation was formed is New Jersey.
3. The Agreement of Merger has been approved and executed by both the corporation and limited liability company.
4. The name of the surviving limited liability company is Associated Pile & Fitting, LLC.
5. The executed Agreement of Merger is on file at 262 Rutherford Blvd., Clifton, NJ 07014, the principal place of business of the surviving limited liability company.
6. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 31st day of March, 2003.

By: Richard Lieb S.V.P.
Name: Richard Lieb
Title: Senior Vice President Finance

NYK &20525-1.040721.0010

TRADEMARK
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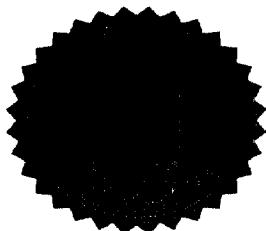
Delaware

PAGE 1

The First State

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 MERGER, WHICH MERGES:

"ASSOCIATED PILE & FITTING CORP.", A NEW JERSEY CORPORATION, WITH AND INTO "ASSOCIATED PILE & FITTING, LLC" UNDER THE NAME OF "ASSOCIATED PILE & FITTING, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2003, AT 10:30 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3626920 8100M

AUTHENTICATION: 2339488

030210775

DATE: 03-31-03

RECORDED: 04/07/2003

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