

04-14-2003



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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patent and Trademarks:

attached original documents or copy thereof.

1. Name of conveying party(ies):

CMI CORPORATION

3.24.03

- Individual(s) - United States Association
- General Partnership Limited Partnership
- Corporation - State of Oklahoma
- Other _____

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

3. Nature of conveyance:

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

Execution Date: October 30, 2001

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

CMI TEREX CORPORATION
1400 Exchange Pl.
Oklahoma City, Oklahoma 73101

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State of Oklahoma
- Other - _____

Domestic representative is attached: Yes No

Additional name(s) & address(es) attached? Yes No

4. (A.) Trademark Application No.(s)

4. (B.) Trademark Registration No.(s)

779412
1598183
877370
1508019

Additional numbers attached? Yes No

5. Correspondence should be mailed to:

VICTOR M. TANNENBAUM
ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017

6. Total number of applications and registrations involved:.....

4

7. Total fee (37 CFT 3.41): \$ 115.00

Enclosed

(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account
Deposit account number: 01-0035

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

4/11/03 TDI AZ1 00000148 779412

1 FC: 521 40.00 DP
2 FC: 522 75.00 DP

DO NOT USE THIS SPACE

8. Statement and signature.

I, the undersigned, declare 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.

VICTOR M. TANNENBAUM
Name of Person Signing

Signature

3/19/03

Date

Total number of pages comprising cover sheet, attachments and documents:

8

UNITED STATES

REVOCATION

AND

NEW POWER OF ATTORNEY

Mark: BID-WELL (Stylized)

Registration: 779412

Serial No.: _____

Class(es): 7

Owner: CMI TEREX CORPORATION

POWER OF ATTORNEY

Applicant hereby revokes all previous Powers of Attorney and hereby appoints jointly and severally, with full power of substitution, the power of appointment of an associate attorney and the power of revocation

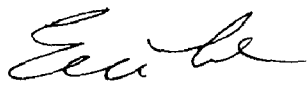
Lawrence E. Abelman
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Peter J. Lynfield
Alan J. Hartnick
Caridad Piñeiro Scordato

Julianne Abelman
Jonathan W. Gumport
Marsha G. Ajhar
Norman S. Beier
Thomas E. Spath
Julie B. Seyler
Marie-Anne Mastrovito

members of the Bar of the State of New York, whose address is

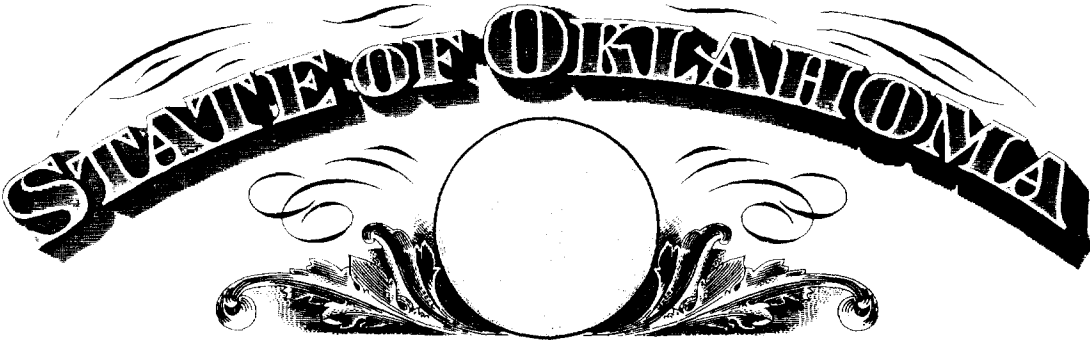
ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017-5612 U.S.A.

to transact business in the Patent and Trademark Office in connection with our trademarks, applications therefor, and registrations which have or will issue thereon.

By 
Eric I. Cohen, Secretary
Date 3/12/03

TRADEMARK
REEL: 002710 FRAME: 0469

OFFICE OF THE SECRETARY OF STATE



**AMENDED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Amended Certificate of Incorporation of

CMI TEREX CORPORATION

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.

Filed in the City of Oklahoma City this 31st
day of October, 2001.


M. De Hunter
Secretary of State

By: *[Signature]*

MINIMUM FEE: \$50.00

If the authorized capital is increased in excess of fifty thousand dollars (\$50,000.00), the filing fee shall be an amount equal to one-tenth of one percent (1/10th of 1%) of such increase.

FILE IN DUPLICATE

PRINT CLEARLY

FILED

OCT 31 2001

OKLAHOMA SECRETARY OF STATE

**AMENDED
CERTIFICATE OF INCORPORATION
(AFTER RECEIPT OF PAYMENT OF STOCK)**

OFFICE: OKLAHOMA SECRETARY OF STATE
2300 N. Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405)-522-4560

PLEASE NOTE: This form **MUST** be filed with a letter from the Oklahoma Tax Commission, Franchise Tax Department, stating that the franchise tax, due yearly, has been paid for the current fiscal year.

The undersigned Oklahoma corporation, for the purpose of amending its certificate of incorporation as provided by Section 1077 of the Oklahoma General Corporation Act, hereby certifies:

1 A. The name of the corporation is:

CMI CORPORATION

B. **As amended:** The name of the corporation has been changed to:

CMI TEREX CORPORATION

(Please Note: The new name of the corporation **MUST** contain one of the following words: **association, company, corporation, club, foundation, fund, incorporated, institute, society, union, syndicate or limited** or one of the abbreviations **co., corp., inc. or ltd.**)

2 The name of the registered agent and the street address of the registered office in the State of Oklahoma is:

Jim D. Holland	I-40 & Morgan Road	Oklahoma City	Oklahoma	73128
Name of Agent	Street Address	City	County	Zip Code

(P.O. BOXES ARE NOT ACCEPTABLE)

3 The duration of the corporation is: perpetual

4. The aggregate number of the authorized shares, itemized by class, par value of shares, shares without par value, and series, if any, within a class is:

NUMBER OF SHARES	SERIES (If any)	PAR VALUE PER SHARE (Or, if without par value, so state)
COMMON <u>100</u>	N/A	<u>\$1.00</u>
PREFERRED _____		_____

5. Set forth clearly any and all amendments to the certificate of incorporation which are desired to be made:

Article 1 of the Certificate of Incorporation is hereby amended so that after it is amended, said Article 1 shall read as follows:

1. Name of the corporation: CMI TEREX CORPORATION.

That at a meeting of the Board of Directors, a resolution was duly adopted setting forth the foregoing proposed amendment(s) to the Certificate of Incorporation of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the shareholders of said corporation for consideration thereof.

That thereafter, pursuant to said resolution of its Board of Directors, a meeting of the shareholders of said corporation was duly called and held, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment(s).

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President or Vice President and attested by its Secretary or Assistant Secretary, this 30 day of October, 2001


By _____ Vice President

Eric I Cohen

(PLEASE PRINT NAME)

ATTEST:


By _____ Asst Secretary

Jeffrey A. Gershowitz

(PLEASE PRINT NAME)

(SOS FORM 004-10/98)