

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Conversion and name change
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
O'Gara-Hess & Eisenhardt Armoring Company		06/30/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	O'Gara-Hess & Eisenhardt Armoring Company, LLC
Street Address:	1400 Marsh Landing Parkway
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32250
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 5	
Property Type	Number
Registration Number:	2278830
Registration Number:	2154648
Serial Number:	75932941
Registration Number:	2667636
Registration Number:	2685165

CORRESPONDENCE DATA	
Fax Number:	(212)245-3009
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212-541-6222
Email:	bmcfeely@kanekessler.com
Correspondent Name:	Brendan P. McFeely
Address Line 1:	1350 Avenue of the Americas
Address Line 2:	Kane Kessler PC
Address Line 4:	New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	2198-4006
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OP \$140.00 2278830

NAME OF SUBMITTER:

Brendan P. McFeely

Total Attachments: 1

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**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
OF
O'GARA-HESS & EISENHARDT ARMORING COMPANY**

(Under Section 266 of the General Corporation Law)

O'GARA-HESS & EISENHARDT ARMORING COMPANY, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation immediately prior to the filing of this Certificate of Conversion is **O'GARA-HESS & EISENHARDT ARMORING COMPANY** (the "Corporation") and the name that the Corporation was originally incorporated under is **O'GARA COMPANIES, A DELAWARE CORPORATION**.

SECOND: The date the Certificate of Incorporation of the Corporation was filed on is December 19, 1988.

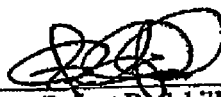
THIRD: The name of the limited liability company into which the Corporation shall be converted is **O'GARA-HESS & EISENHARDT ARMORING COMPANY, L.L.C.**

FOURTH: The conversion of the Corporation shall be effective on June 30, 2003.

FIFTH: The conversion of the Corporation herein certified has been approved in accordance with the provisions of Sections 228 and 266 of the General Corporation Law of Delaware.

Dated: June 30, 2003

**O'GARA-HESS & EISENHARDT
ARMORING COMPANY**

By: 
Name: Robert R. Schiller
Title: Chairman of the Board
and Vice President