

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Merger and Change of Name
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Stolle Machinery, Inc.		01/09/2004	CORPORATION:
APE Acquisition, LLC		01/09/2004	Limited Liability Company:

RECEIVING PARTY DATA	
Name:	Stolle Machinery Company, LLC
Street Address:	6949 South Potomac Street
City:	Centennial
State/Country:	COLORADO
Postal Code:	80112
Entity Type:	Limited Liability Company:

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	76416321	OPTIMÉ

CORRESPONDENCE DATA

Fax Number: (202)298-7570
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (202) 625-3538
 Email: allen.rose@kmzr.com
 Correspondent Name: Katten Muchin Zavis Rosenman
 Address Line 1: 1025 Thomas Jefferson Street, N.W.
 Address Line 2: East Lobby, Suite 700
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20007

ATTORNEY DOCKET NUMBER:	320310-00005
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NAME OF SUBMITTER:	Allen Rose
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Total Attachments: 7
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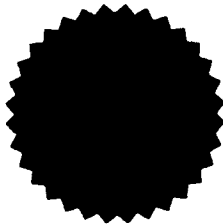
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Delaware

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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 AMENDMENT OF "APE ACQUISITION, LLC", CHANGING ITS NAME FROM "APE ACQUISITION, LLC" TO "STOLLE MACHINERY COMPANY, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2004, AT 2:28 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3735328 8100

040016093

AUTHENTICATION: 2861659

DATE: 01-09-04

TRADEMARK
REEL: 002790 FRAME: 0358

Certificate of Amendment to Certificate of Formation

of

**APE ACQUISITION, LLC,
a Delaware limited liability company**

It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "limited liability company") is APE ACQUISITION, LLC.

2. The certificate of formation of the limited liability company is hereby amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article:

"FIRST. The name of the limited liability company formed hereby is STOLLE MACHINERY COMPANY, LLC."

3. The effective time of the amendment herein certified shall be immediately upon filing of this Certificate of Amendment.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation as of January 9, 2004.

APE ACQUISITION, LLC, a Delaware limited liability company

By: AIP/SMC HOLDINGS, INC., a Delaware corporation, its managing member

By: 
Name: Dino Cusumano
Title: Vice President

Delaware

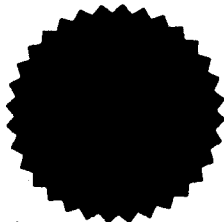
PAGE 1

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:

"STOLLE MACHINERY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "APE ACQUISITION, LLC" UNDER THE NAME OF "APE ACQUISITION, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JANUARY, A.D. 2004, AT 2:27 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3735328 8100M

040016090

AUTHENTICATION: 2861646

DATE: 01-09-04

TRADEMARK
REEL: 002790 FRAME: 0361

CERTIFICATE OF MERGER

OF

**STOLLE MACHINERY, INC.,
a Delaware corporation**

WITH AND INTO

**APE ACQUISITION, LLC,
a Delaware limited liability company**

**(Pursuant to Section 264 of the General Corporation Law of the State of Delaware and
Section 18-209 of the Delaware Limited Liability Company Act)**

APE Acquisition, LLC, which desires to merge with Stolle Machinery, Inc., pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "Merger"), hereby certifies as follows:

FIRST: The name and state of domicile, formation or organization of Stolle Machinery, Inc. and APE Acquisition, LLC (the "Constituent Entities") are as follows:

<u>Name of Entity</u>	<u>State of Domicile, Formation or Organization</u>
Stolle Machinery, Inc.	Delaware
APE Acquisition, LLC	Delaware

SECOND: An agreement and plan of merger by and among the Constituent Entities (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Section 18-209(b) of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving entity in the Merger shall be APE Acquisition, LLC (the "Surviving Entity").

FOURTH: The Certificate of Formation of APE Acquisition, LLC, as in effect immediately prior to the filing of this Certificate of Merger, shall be the Certificate of Formation of the Surviving Entity.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity, the address of which is as follows:

APE Acquisition, LLC
(c/o American Industrial Partners)
551 Fifth Avenue
Suite 3800
New York, NY 10176

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member of APE Acquisition, LLC or any stockholder of Stolle Machinery, Inc.

SEVENTH: That this Certificate of Merger shall be effective upon the date of filing with the Secretary of State of Delaware.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, APE Acquisition, LLC has caused this Certificate of Merger to be executed by its duly authorized representative as of this ^{9th} ~~11th~~ day of January, 2004.

APE ACQUISITION, LLC, a Delaware limited liability company

By: AIP/SMC HOLDINGS, INC., a Delaware corporation, its managing member

By: 
Name: Dino Cusumano
Title: Vice President