

08-13-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102522727 ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Integral Conduit Corporation

- 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: 9/28/2002

2. Name and address of receiving party(ies)

Name: Dura-Line Corporation

Internal Address: _____

Street Address: 835 Innovation Drive

City: Knoxville State: TN Zip: 37932

- 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) 1,566,908

1,793,677; 1,007,560

Additional number(s) attached Yes No

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

Name: Brian R. McGinley, Esq.

Internal Address: _____

Street Address: PO Box 06180, Wacker Drive

City: Chicago State: IL Zip: 60606-1080

6. Total number of applications and registrations involved: _____

13

7. Total fee (37 CFR 3.41).....\$ 340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1126

DO NOT USE THIS SPACE

9. Signature.

Brian R. McGinley, Reg. No. 47,782

Name of Person Signing

Signature

June 11, 2003

Date

Total number of pages including cover sheet, attachments, and document: 7

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

OFFICE OF PRIORITY RECORDS
2003 JUN 16 PM 4:00
FINANCE SECTION

08/12/2003 JJALLAH2 00000011 1566908

01 FC:8521
02 FC:8522

40.00 OP
300.00 OP

TRADEMARK
REEL: 002799 FRAME: 0368

RECORDATION FORM COVER SHEET CONTINUATION

TRADEMARK NUMBERS

CONTINUATION OF THE INFORMATION IN ITEM 4B

1,715,742

1,566,907

1,652,937

2,018,318

1,619,361

1,622,265

1,436,152

1,725,675

1,775,209

1,239,263

**CERTIFICATE OF MERGER
OF
INTEGRAL CONDUIT CORPORATION
INTO
DURA-LINE CORPORATION**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
Dura-Line Corporation	Delaware
Integral Conduit Corporation	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Dura-Line Corporation.

FOURTH: That the Certificate of Incorporation of Dura-Line Corporation, a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 410 North Cedar Bluff Road, Suite 200, Knoxville, TN 37923.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on September 30, 2000.

Dated: September 18, 2000

DURA-LINE CORPORATION

By: David C. Moon

David C. Moon, Vice President and Asst. Treas.

**PLAN OF MERGER
MERCING
INTEGRAL CONDUIT CORPORATION
INTO
DURA-LINE CORPORATION**

1. Dura-Line Corporation, a Delaware corporation, is the survivor.
2. All of the property, rights, privileges, leases and patents of Integral Conduit Corporation are to be transferred to and become the property of Dura-Line Corporation, the survivor. The officers and the board of directors of the above named corporations are authorized to execute all deeds, assignments, assumptions and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
3. The officers and board of directors of Integral Conduit Corporation shall continue in office until their successors are fully executed and qualified under the provisions of the by-laws of the surviving corporation.
4. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until altered or amended as therein provided under the authority of the General Corporation Law of the State of Delaware.
5. The certificate of incorporation of the survivor is not amended by virtue of this merger.
6. The surviving corporation will not issue any of its shares for the issued shares of Integral Conduit Corporation inasmuch as the sole shareholder of Integral Conduit Corporation is the surviving corporation. All of the issued shares of Integral Conduit Corporation shall upon the effective date of the merger, be surrendered and canceled. The shares of the surviving corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

INTEGRAL CONDUIT CORPORATION

By: _____

Harley M. Smith, Secretary

DURA-LINE CORPORATION

By: _____

David C. Moon, Vice Pres. & Asst. Treas.

**CORPORATE ACTION BY UNANIMOUS CONSENT
OF
THE SOLE SHAREHOLDER AND ALL THE DIRECTORS
OF
DURA-LINE CORPORATION**

The undersigned, being the sole shareholder and all the directors of Dura-Line Corporation (the "Company"), a Delaware corporation, hereby adopt the following resolutions by written consent pursuant to Sections 228(a) and 141(f) of the General Corporation Law of Delaware:

RESOLVED, that the undersigned deem it necessary and advisable that Integral Conduit Corporation, a Delaware corporation and wholly owned subsidiary of the Company, be merged with and into the Company.

RESOLVED, that the Certificate and Plan of Merger attached hereto and incorporated herewith be and hereby are approved and adopted.

RESOLVED, that the appropriate officers of the Company be and each is authorized, in the name and on behalf of the Company, and under corporate seal or otherwise, to make all necessary filings, to seek all necessary consents and to take any and all other actions which any such officer may deem necessary, appropriate or advisable to carry out the Certificate and Plan of Merger and the intent and purposes of the foregoing resolutions, including, without limitation, payment of all proper expenses and execution and delivery of all such agreements, applications, statements, undertakings, consents to service of process, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions of the Certificate and Plan of Merger and the intent and purposes of the foregoing resolutions.

Dated and effective as of September 18, 2000.

JTP INDUSTRIES, INC.
Sole Shareholder

By: 
H. M. Smith, Secretary


H. C. Bevis

P. Chari

R. D. Corey

BEING THE SOLE SHAREHOLDER AND ALL THE DIRECTORS

1204479.01

**CORPORATE ACTION BY UNANIMOUS CONSENT
OF
THE SOLE SHAREHOLDER AND ALL THE DIRECTORS
OF
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Dated and effective as of September 18, 2000.

JTP INDUSTRIES, INC.
Sole Shareholder

By: 
H. M. Smith, Secretary

H. C. Bovis


P. Chari


R. D. Corcoran

BEING THE SOLE SHAREHOLDER AND ALL THE DIRECTORS

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State of Delaware

PAGE 1

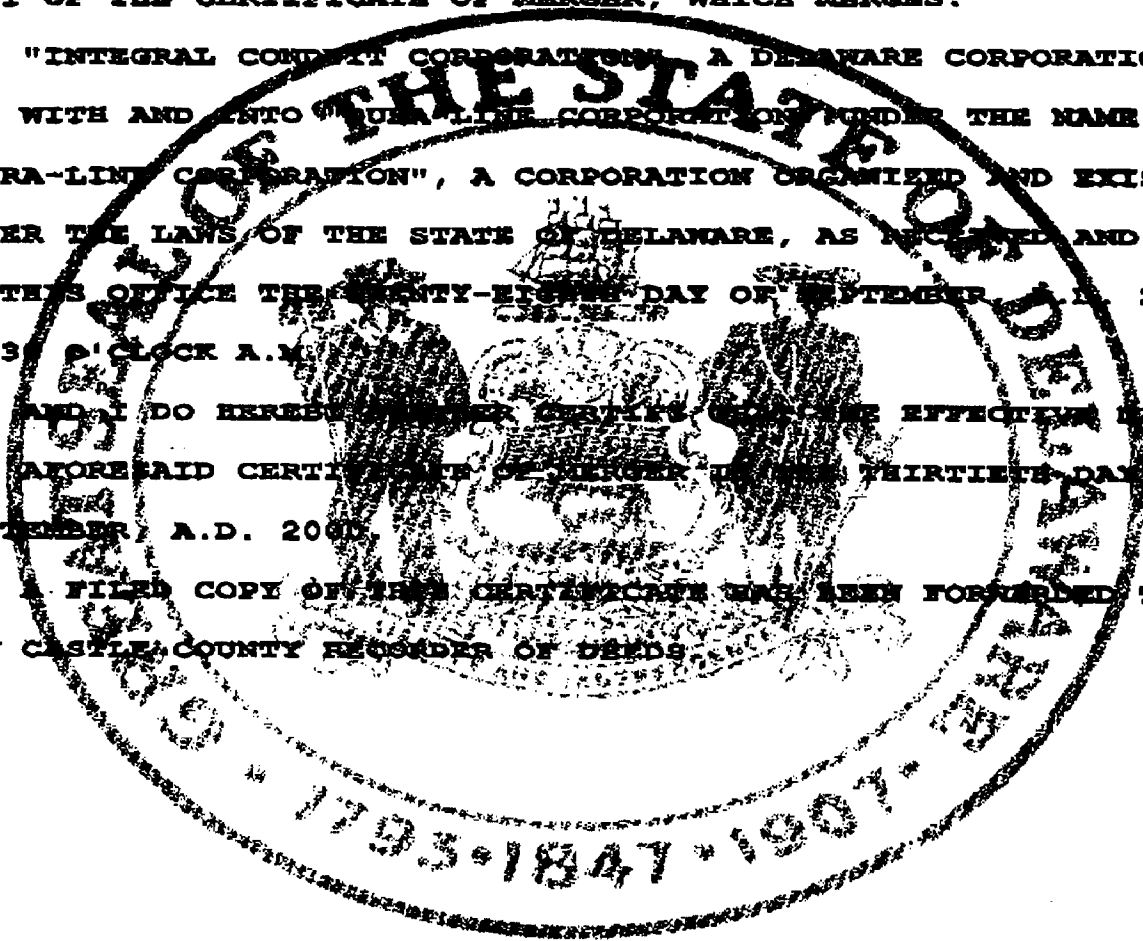
Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"INTEGRAL CONCEPT CORPORATION, A DELAWARE CORPORATION, WITH AND INTO "DURA-LINE CORPORATION" UNDER THE NAME OF "DURA-LINE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0705603

DATE: 09-28-00

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