

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
CENTURY HOLDINGS, INC.

- 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: March 24, 2004

2. Name and address of receiving party(ies)

Name: Miller Industries Towing Equipment Inc.

Internal Address: _____
Address: _____

Street Address: 8503 Hilltop Drive

City: Ooltewah State: TN Zip: 37363

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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) 1014366, 1253728, 1415758, 1478615

Additional number(s) attached Yes No

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

Name: Thomas G. Scavone

Internal Address: Niro, Scavone, Haller & Niro

Street Address: 181 West Madison Street - Suite 4600

City: Chicago State: IL Zip: 60602

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

14-1131

DO NOT USE THIS SPACE

9. Signature.

Elizabeth L. Ryan
Name of Person Signing


Signature

March 25, 2004
Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20251

CH \$115.00 141131 1014366

Trademark Assignment

WHEREAS, VULCAN INTERNATIONAL, INC., a Mississippi Corporation, did own the following federal Registrations (the "Registrations") on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein:

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
VULCAN and Design	1014366	June 24, 1975
CRADLE SNATCHER	1253728	October 11, 1983
WHEEL SNATCHER	1415758	November 4, 1986
SNATCHER	1478615	March 1, 1988

; and

WHEREAS, VULCAN INTERNATIONAL, INC. did merge with and into CANADA ACQUISITION CORP under the name of VULCAN INTERNATIONAL (DELAWARE), INC., a Delaware Corporation, effective September 3, 1996 (Exhibit A); and

WHEREAS, VULCAN INTERNATIONAL (DELAWARE), INC. did merge with and into CENTURY HOLDINGS, INC. under the name of CENTURY HOLDINGS, INC., a Tennessee Corporation, effective May 5, 1998 (Exhibit B); and

WHEREAS, CENTURY HOLDINGS, INC. ("Assignor"), a Tennessee Corporation, with its principal place of business at 8503 Hilltop Drive, Ooltewah, Tennessee 37363, owns the Registrations; and

WHEREAS, MILLER INDUSTRIES TOWING EQUIPMENT INC. ("Assignee"), a Delaware Corporation, with its principal place of business at , 8503 Hilltop Drive, Ooltewah, Tennessee 37363, desires to acquire the above-referenced Registrations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Registrations, together with the goodwill of the business symbolized by the Marks, and the registrations thereof.

Executed this 24 day of March, 2004.

CENTURY HOLDINGS, INC.,
A Tennessee Corporation

By: 
Frank Madonia, Vice President

MILLER INDUSTRIES TOWING EQUIPMENT INC.
A Delaware Corporation

By: 
Frank Madonia, Vice President

State of Delaware
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 "VULCAN INTERNATIONAL, INC.", A MISSISSIPPI CORPORATION WITH AND INTO "CANADA ACQUISITION CORP." UNDER THE NAME OF "VULCAN INTERNATIONAL (DELAWARE), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF SEPTEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2653469 8100M

960254779

AUTHENTICATION:

8089381

DATE:

09-03-96

TRADEMARK

REEL: 002820 FRAME: 0372

CERTIFICATE OF MERGER
OF
VULCAN INTERNATIONAL, INC.
WITH AND INTO
CANADA ACQUISITION CORP.

Canada Acquisition Corp., a Delaware corporation (the "Company"), the surviving corporation in the merger of Vulcan International, Inc., a Mississippi corporation ("Vulcan"), with and into the Company, hereby certifies that:

1.

The names and jurisdictions of the constituent corporations participating in the merger certified herein are (a) Vulcan International, Inc., which is incorporated under the laws of the State of Mississippi, and (b) Canada Acquisition Corp., which is incorporated under the laws of the State of Delaware.

2.

The surviving corporation in the merger herein certified is Canada Acquisition Corp., which will continue its existence as said surviving corporation and change its name to Vulcan International, Inc. pursuant to Article 4 hereof upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

3.

The Agreement and Plan of Merger dated as of September 2, 1996 (the "Plan") among Miller Industries, Inc., a Tennessee corporation, the Company and Vulcan has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Vulcan in accordance with the laws of the State of Mississippi and by the Company in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

4.

The Certificate of Incorporation of the Company is to be amended and changed by reason of the merger herein certified by striking out the First Article thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following article:

"The name of the Corporation is: "Vulcan International (Delaware), Inc."

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

5.

The full text of the Plan is on file at the principal place of business of the surviving corporation, which is 18503 Hilltop Drive, Ooltwah, Tennessee 37363. The surviving corporation shall furnish a copy of the Plan to any shareholder of any of the constituent corporations to the merger upon written request and without charge.

6.

The effective date of the merger shall be September 3, 1996.


7.

The authorized capital stock of Vulcan consists of 5,000 shares of no par value.

IN WITNESS WHEREOF, the Company has directed that this Certificate be executed under seal on its behalf by its duly authorized officers as of this 3rd day of September, 1996.

CANADA ACQUISITION CORP.
(a Delaware corporation)

[SEAL]

By: 
Name: Frank Medonka
Title: V.P.

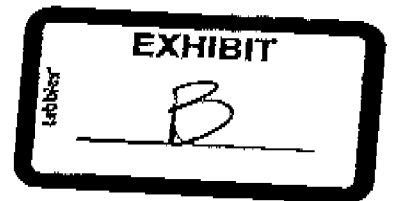
State of Delaware
Office of the Secretary of State

T. 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:

"MILCAN INTERNATIONAL (DELAWARE), INC.", A DELAWARE CORPORATION.

WITH AND INTO "CENTURY HOLDINGS, INC." UNDER THE NAME OF "CENTURY HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TENNESSEE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

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

9966320

AUTHENTICATION:

05-06-98

DATE:

TRADEMARK

REEL: 002820 FRAME: 0375

2893160 8100M

981173973

CERTIFICATE OF MERGER

OF

VULCAN INTERNATIONAL (DELAWARE), INC.
(a Delaware corporation)

AND

CENTURY HOLDINGS, INC.
(a Tennessee corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Vulcan International (Delaware), Inc., which is incorporated under the laws of the State of Delaware ("Vulcan"); and

(ii) Century Holdings, Inc., which is incorporated under the laws of the State of Tennessee ("Century").

2. A Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Vulcan in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware, and by Century in accordance with the Tennessee Business Corporation Act.

3. The name of the surviving corporation in the merger herein certified is Century Holdings, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of the merger pursuant to the provisions of the Tennessee Business Corporation Act.

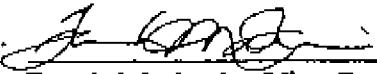
4. The Charter of Century, as now in force and in effect, shall continue to be the Charter of said surviving corporation until amended and changed pursuant to the Tennessee Business Corporation Act.

5. The Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the surviving corporation, the address of which is as follows: 8503 Hilltop Drive, Ooltewah, Tennessee 37363. A copy of the aforesaid Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.


6. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Vulcan, as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of Vulcan as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: 8503 Hilltop Drive, Ooltewah, Tennessee 37363, Attn.: Frank Madonia.

Executed: May 1, 1998.

**VULCAN INTERNATIONAL (DELAWARE),
INC., a Delaware corporation**

By: 
Frank Madonia, Vice President

**CENTURY HOLDINGS, INC.,
a Tennessee corporation**

By: 
Frank Madonia, Vice President