n \$40.00

TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MTD Independent Retail Group Inc		10/30/2001	CORPORATION:

RECEIVING PARTY DATA

Name:	MTD Consumer Group Inc
Street Address:	5965 Grafton Road
City:	Valley City
State/Country:	ОНЮ
Postal Code:	44136
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1252738	CUB CADET

CORRESPONDENCE DATA

Fax Number: (216)642-8826

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 216.642.3342

Email: WHVIPGroup@wegmanlaw.com

Correspondent Name: Danielle A. Skoczen

Address Line 1: 6055 Rockside Woods Boulevard

Address Line 2: Suite 200

Address Line 4: Cleveland, OHIO 44131

ATTORNEY DOCKET NUMBER:

040158-226T2

NAME OF SUBMITTER:

Danielle A. Skoczen

Total Attachments: 5

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Prescribed by J. Kenneth Blackwell

Please obtain fee amount and mailing instructions from the Filing Reference Cuide (using the 3 digit form # located at the bonom of this form). To obtain the Filing Reference Guide or for assistance, please

Expedite is an additional fee of \$100.00 Expedite

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

Surviving entity			,
A. The name of the entity surviving the merger is:			
MTD Consumer Group Inc			
B. Name Change: As a result of this merger, the name of the surviving entity has been changed	ालिं गा व	wing:	6 or, ⊕or -
B. Name Change: As a result of this inalger,	***		7.
(Complete unly il name of surviving entity is changing through the merger)		: - -	
(Compters only in terms of any	_	-	

(nout	binni n	and the state of t
C.	The	surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)
Ø]	Domestic (Ohio) for-profit corporation, charter number 1122866
· 🗀	1	Domestic (Ohio) non-profit corporation, charter number
, [1	Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of and licensed to transact business in the State of Ohio under license number
	נ	Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of and NOT licensed to transact business in the state of Ohio.
٠ ٢		Domestic (Ohio) limited liability company, with registration number
Г]	Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and registered to do business in the State of Ohio under registration number
Ľ	ב	Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and NOT registered to do business in the State of Ohio.
C]	Domestic (Ohio) limited partnership, with registration number
		Foreign (Non-Ohio) limited partnership organized under the laws of the state and of and registered to do business in the state of Ohio under registration number
I		Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of and NOT registered to do business in the state of Ohio.

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Domestic (Ohio) partnership having limited liability, with the registration number

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J. Kenneth Blackwen

Secretary of State

(Foreign (Non-Oliin) parmership h	uving limited liability org registered to do business	anized under the laws of th in the scare of Ohio under t	negistration attached	per of
!	Foreign (Non Ohio) non-profit in and licensed to transact business i	At the provide			
	Foreign (Nan-Ohio) non-profit in and not licensed to transact basin	Cas III Gen Mandar + W			
y S	MERGING ENTITY The name, charter/license/registration num which is a party to the merger are as follow hoet listing the merging entities) Name MTD Independent Retail Group Inc/Chart	er #368514	ountry of incorporation or o ace to reflect all merging en Suste/Country of Organia Obio/USA	nairez	spectively, of nch a separate Type of Enrity Corporation
III.	MERGER AGREEMENT ON FIL. The name and mailing address of the person written request:		vhich eligible persons may		f the agreement
	David I. Ilessier		Çuro	ರ್ (ಬq ಬಗಬಿಂ≖)	
	(name) Cleveland		Onlo		44131 (zép ende)
	(aity, village or isomorb)		(state)		(Vil) cure
ĮV, Ų,	This merger is to be effective on: This merger is to be effective on: This merger is to be effective on: MERCER AUTHORIZED The laws of the state or country under which it is organized, and the persuatherized to do so.	high each constitueid anti-	ty exists, permits this merg	er who e with the	tirws of the state
VI	STATUTORY AGENT The manue and address of the surviving s	mitity's statutory agent up	ou whom any process, natio	ce of demand in	ay be served is:
	(narta)	AL.	•	- ուս որությալ -	
	(city, village or wantale) (This item MUST he completed if the su outhorized to conduct business in the st	rviving entity is a fireign rate of Ohio)		(zip ende) d, registernd nr	atherwise
v	The undersigned, named herein as the sand accepts the appointment of statutor	statutory agent for the abo y agent for said entity.	we referenced surviving en	dly, dereby ucki	nowledges
	154-MER	Page 2 of	5	V	/ersion: 7/1/01

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J. Kenneth Blackweil

Secretary of State

VII. ACCEPTANCE OF AGEN	VII.	ACCEPT	ANCE	OF	AGEN	ľ
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The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The occuptonce of agent must be complated by domestic surviving antities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State)

VIII

Upon thing, or upon such later date as specified herein, the marging entry/emities listed herein shall merge into the listed surviving entity

IX.

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving demostic entity have been amended. Please 500 attached "Exhibit A. (Please noic, if there will be no change please state "no change")

QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTILY X.

A. The listed surviving foreign corporation, bank, savings bank, cavings and loan, limited liability company, limited partnership, or partnership having limited Hability desires to transact duslness in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following us its statutory again upon whom process, notice or demand against the entity now be served in the state of Ohio. The name and complete address of the statutory agent is:

 		(tised king knitchez)	,
 (name)	Oltio		
 (city, village or township)		(rip code)	
A			nited

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited hability company, limited partnership, or partnership having limited liability interocably consents to service of process on the statutory again fixted above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohdo if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to decignate another agent when required to do so, or if the feetign corporation's, bank's, savings bank's, savings and loan's, timited liability company's, limited partnership's, or partnership having limited liability's heense or registration to do business in Ohio expires or is canceled

The qualifying entity also states as follows: (Complete only if applicable)

- Foreign Notice Under Section 1703.031
 - (if the qualifying early is a foreign bank, savings bank, or savings and loan, then the following information must be
 - (a) The name of the Foreign Nationally/Federally chartered bank, savings bank, or ravings and loan association is

(b) The na	ame(s) of any Trade Nam	c(s) under which the	corporation wil	l conduct bu	COLDINEE;	
(c) The lo	ocation of the main office	(non-Ohio) shall be:	-		,	
(m) the se						
(0.) 110 11			(stract address)			
Marketon P Torres	city armeably or villaco)				(27719)	('ri

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CT CORP. COLUMBUS

J. Kenneth Diacking.

Secretary of State

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b.) The	name under wh	ich the minier nachty	company desires to transact bus		
		company was organize	ed or registered on		
(c) The	e limited liabilly	Combany are present	ay direct requests for copies of to of the company is:	he anicles of organiza	ation, operating
ucelet th	IS 18 W.S Of Fice ser.		TO ALKARI TONGOLD ION WALLER	nc arms — o	
(u) Th	e address to whic	ch interested persons in ther charter documents	of the company is:		
agreem	call bylaws, or ot	ther charter document			
		, , , , , , , , , , , , , , , , , , , 	(street address)		
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veign Qualifying Partnership Having Limi	iited Liability
) The name of the partitional and	
	e continu (either Item b(l) or b(21):
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	(11) (11)
(city, village or town	what)
(If the partnerthip does not have a princ	cipal office in Ohiv. Wen itsus 12 and iton c must be completed)
(1.) The address of the partnership's pri	incipal office (Non-Ohio):
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the second secon	
(city, township, and	(suco
(chy, towning, or	ent for service of process in Olio is as follows:
(c) The name and address of a standard of	ent for service of process in Ohio is as follows: (strest and number)
(cumo)	
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