

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
States Engineering Corporation		09/13/1999	CORPORATION:
RECEIVING PARTY DATA			
Name:	SEC Acquisition Co.		
Street Address:	4419 Ardmore Avenue		
City:	Fort Wayne		
State/Country:	INDIANA		
Postal Code:	46809		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2137031	ELIMINATOR	
CORRESPONDENCE DATA			
Fax Number:	(612)332-1780		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	6123328200		
Email:	mlmoore@mhsiplaw.com		
Correspondent Name:	Malcolm L. Moore		
Address Line 1:	225 South Sixth Street, Suite 4850		
Address Line 4:	Minneapolis, MINNESOTA 554024612		
ATTORNEY DOCKET NUMBER:	L3-024-01-US		
NAME OF SUBMITTER:	Malcolm L. Moore		
Total Attachments: 3			
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CH \$40.00 2137031

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
STATES ENGINEERING CORPORATION
INTO
SEC ACQUISITION CO.

The undersigned, being a duly authorized officer of SEC ACQUISITION CO., a Delaware corporation (the "Company"), does hereby certify, pursuant to Section 253 of the Delaware General Corporation Law, to the following information relating to the merger (the "Merger") of States Engineering Corporation, an Indiana corporation ("States"), with and into the Company:

1. The Company was incorporated on July 21, 1999, pursuant to and in accordance with the Delaware General Corporation Law.
2. The Company owns 100% of the outstanding shares of capital stock, no par value, of States, a corporation incorporated on April 16, 1946, pursuant to and in accordance with the Indiana Business Corporation Law.
3. The Board of Directors of the Company unanimously consented on September 13, 1999 to the adoption of the following resolutions, which resolutions provided that States be merged with and into the Company:

RESOLVED: That pursuant to the terms of the Agreement and Plan of Merger, dated as of September 13, 1999 (the "Plan of Merger"), the Company merge its wholly-owned subsidiary, States Engineering Corporation, an Indiana corporation ("States"), with and into itself, (hereinafter sometimes referred to as the "Surviving Corporation"), which corporation shall assume all of the liabilities and obligations of States, and that said merger (the "Merger") shall be effective upon filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and Articles of Merger with the Secretary of State of the State of Indiana (the "Effective Time").

RESOLVED: That, in connection with the foregoing, the form, terms and provisions of the Plan of Merger and the Merger, be, and they hereby are, in all respects ratified, adopted and approved.

RESOLVED: That, at the Effective Time, the Certificate of Incorporation of the Company, as in effect immediately prior to the

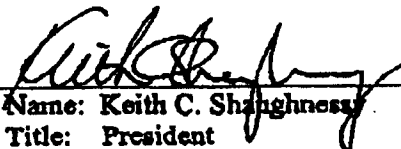
Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation.

RESOLVED:

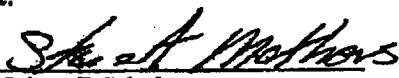
That any officer of the Company be, and each of them hereby is, authorized and directed to execute Articles of Merger, and to file the same with the Secretary of State of the State of Indiana, and execute a Certificate of Ownership and Merger, and to file the same with the Secretary of State of the State of Delaware and cause a certified copy of the same to be recorded in the office of the Recorder of Deeds of the County in the State of Delaware in which the registered office of the Company is located; and that any officer of the Company be, and each of them hereby is, authorized and directed to take any and all other actions necessary and proper, in the judgment of said officers, to effect said Merger.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed and delivered on behalf of the Company this 3rd day of September, 1999.

SEC ACQUISITION CO.

By: 
Name: Keith C. Shughnessy
Title: President

Attest:

By: 
Stuart I. Mathews
Secretary