

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Landover Company		10/27/2002	CORPORATION:

RECEIVING PARTY DATA	
Name:	Dura-Bond Bearing Company
Street Address:	3200 Arrowhead Drive
City:	Carson City
State/Country:	NEVADA
Postal Code:	89706
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	0535324	DURA-BOND
Registration Number:	1711222	DURA-BOND
Registration Number:	1873754	

CORRESPONDENCE DATA	
Fax Number:	(215)563-4044
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	215.563.4100
Email:	rherrell@ddhs.com
Correspondent Name:	Roger W. Herrell, Esq.
Address Line 1:	1601 Market Street
Address Line 2:	Suite 2400
Address Line 4:	Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER:	Roger W. Herrell, Esq.
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NEVADA SECRETARY OF STATE

FILED # C21055-02

OCT 02 2002

ARTICLES OF MERGER

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Entity Number

C21055-02

After filing return to:

Varnum, Riddering, Schmidt & Howlett LLP
1600 S. Beacon Blvd., Suite 240
Grand Haven, MI 49417

Pursuant to the provisions of Chapter 92A of the Nevada Revised Statutes, the undersigned corporations execute the following Articles of Merger:

1. CONSTITUENT CORPORATIONS. The name of each constituent corporation, its state of incorporation, and Nevada file number is:

<u>Name</u>	<u>State of Incorporation</u>	<u>File Number</u>
Dura-Bond Bearing Company	Nevada	C21055-02
The Landover Company	Pennsylvania	C5641-1988

2. SURVIVING CORPORATION. The surviving corporation is a domestic corporation and its current address is:

Name and Address

Dura-Bond Bearing Company
3200 Arrowhead Drive
Carson City, NV 89706

3. NAME OF RESIDENT AGENT. The name and address of the surviving corporation's current resident agent is:

Charles J. Barnett
3200 Arrowhead Drive
Carson City, NV 89706

4. EFFECTIVE DATE OF MERGER. The plan of merger shall be effective on October 27, 2002 at 5:00 EDT.

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5. APPROVAL BY SURVIVING CORPORATION. The plan of merger was adopted by the directors and shareholders of Dura-Bond Bearing Company pursuant to NRS 92A.120 by written consent of the directors and shareholders pursuant to NRS 78.315 and NRS 78.320, respectively.

6. APPROVAL BY MERGING CORPORATION. The plan of merger was adopted by the directors and shareholder of The Landover Company in accordance with the laws of the Commonwealth of Pennsylvania.

7. PLAN OF MERGER. The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer thereof as of September 27, 2002.

-DURA-BOND BEARING COMPANY:

By: 
Charles J. Barnett
Its: President

THE LANDOVER COMPANY:

By: 
Charles J. Barnett
Its: President

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EXHIBIT A
Plan of Merger

PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made between **Dura-Bond Bearing Company**, a Nevada corporation ("Dura-Bond"), and **The Landover Company**, a Pennsylvania corporation ("Landover"). Dura-Bond and Landover are sometimes referred to collectively in this Plan of Merger as the "Constituent Entities."

Recital

The Board of Directors of Dura-Bond and the Board of Directors of Landover deem it desirable and in the Constituent Entities' best interests that Landover be merged with and into Dura-Bond, which will be the surviving entity. The merger of the Constituent Entities shall be made under and pursuant to the Commonwealth of Pennsylvania Business Corporation Law of 1988 (the "Pennsylvania Act") and the Nevada Revised Statutes (the "Nevada Act").

Agreement

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements set forth below, the Constituent Entities agree that, in accordance with the Pennsylvania Act and the Nevada Act, Landover shall be merged with and into Dura-Bond and that the terms and conditions of the merger and the method of implementing the merger shall be as follows:

1. **EFFECTIVE DATE.** The merger shall become effective on October 27, 2002 (the "Effective Date").
2. **SURVIVING ENTITY.** On the Effective Date, the separate existence of the Constituent Entities shall cease, and Landover shall be merged with and into Dura-Bond (sometimes referred to hereinafter as the "Surviving Entity"). The name of the Surviving Entity shall remain unchanged, namely "Dura-Bond Bearing Company".
3. **ARTICLES OF INCORPORATION.** On the Effective Date, the Articles of Incorporation of Dura-Bond shall be the Articles of Incorporation of the Surviving Entity, without change.
4. **BYLAWS.** On the Effective Date, the Bylaws of Dura-Bond shall be the Bylaws of the Surviving Entity, without change.
5. **DIRECTORS AND OFFICERS.** On the Effective Date, the Board of Directors and the officers of Dura-Bond shall be the Board of Directors and the officers of the Surviving Entity, without change.
6. **PRINCIPAL PLACE OF BUSINESS.** On the Effective Date, the principal place of business of Dura-Bond shall be the principal place of business of the Surviving Entity, without change. The street address of this principal place of business is 3200 Arrowhead Drive, Carson City, Nevada 89706.

7. **CONVERSION OF SHARES.** There will be no converting of shares as such, but rather, the effect of the merger with respect to the shares of Dura-Bond and the shares of Landover shall be as follows:

(a) **LANDOVER SHARES.** On the Effective Date, without any further action, each share of Landover issued and outstanding shall be canceled.

(b) **DURA-BOND SHARES.** Dura-Bond's authorized capital stock consists of twenty thousand (20,000) shares of a single class of voting common stock. There are currently one thousand (1,000) shares of Dura-Bond common stock issued and outstanding. On the Effective Date, without any further action, each share of Dura-Bond common stock issued and outstanding shall remain issued and outstanding and shall become an issued and outstanding share of the Surviving Entity's stock. All such shares shall constitute the only outstanding shares of capital stock of the Surviving Entity.

8. **EXCHANGE OF CERTIFICATES.** After the Effective Date, the shareholder of Landover shall surrender any share certificates or other indicia of ownership representing the pre-merger shares of Landover for cancellation.

9. **EFFECT OF MERGER.** On the Effective Date, Landover shall cease to exist and shall be merged with and into Dura-Bond in accordance with this Plan of Merger. The Surviving Entity shall possess all of the rights, privileges, immunities, powers, and franchises, both of a public and private nature, and shall be subject to all restrictions, disabilities, and duties of each of the Constituent Entities. The rights, privileges, powers, and franchises of each Constituent Entity and all property, real, personal and mixed, and all debts due to a Constituent Entity of whatever account, including stock subscriptions, and all other choses in action belonging to each of the Constituent Entities shall be vested in the Surviving Entity. All property, rights, privileges, powers, and franchises, and each and every other interest belonging to or due to each of the Constituent Entities shall thereafter be considered to be transferred to and shall be the property of the Surviving Entity, without further act or deed, and the title to any real estate, whether by deed or otherwise, vested in either of such Constituent Entities, shall not revert or be in any way impaired because of the merger. All rights of creditors and all liens upon the property of either of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities, and duties of the respective Constituent Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

10. **ASSETS AND LIABILITIES.** The assets and liabilities of the Constituent Entities on the Effective Date shall be carried on the books of the Surviving Entity in the amounts at which they are carried at that time on the books of the respective Constituent Entities.

11. **FURTHER DOCUMENTATION.** From time to time, as and when requested by the Surviving Entity or by its successors or assigns, the Constituent Entities, and if required, their shareholders, shall execute and deliver or cause to be executed and delivered such deeds, instruments, assignments, or assurances as the Surviving Entity may reasonably deem necessary, desirable, or convenient in order to vest, perfect, or confirm, on record or otherwise, in the Surviving

Entity, the title to or possession of any property or rights of the Constituent Entities acquired or to be acquired by reason of or as a result of this merger, or otherwise to carry out the purposes of this Plan of Merger. Any person who, immediately before the merger became effective, was an officer or director of a Constituent Entity is hereby fully authorized, in the name of such entity, to execute and deliver any and all such deeds, instruments, assignments, or assurances, or to take any and all such actions in the name of such Constituent Entity as may be requested by the Surviving Entity.

12. **TERMINATION.** This Plan of Merger may be terminated and abandoned at any time by the agreement of the Board of Directors of Dura-Bond and the Board of Directors of Landover.

IN WITNESS WHEREOF, this Plan of Merger has been executed effective as of October 27, 2002.

DURA-BOND:

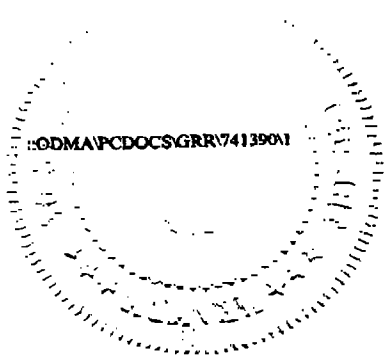
DURA-BOND BEARING COMPANY

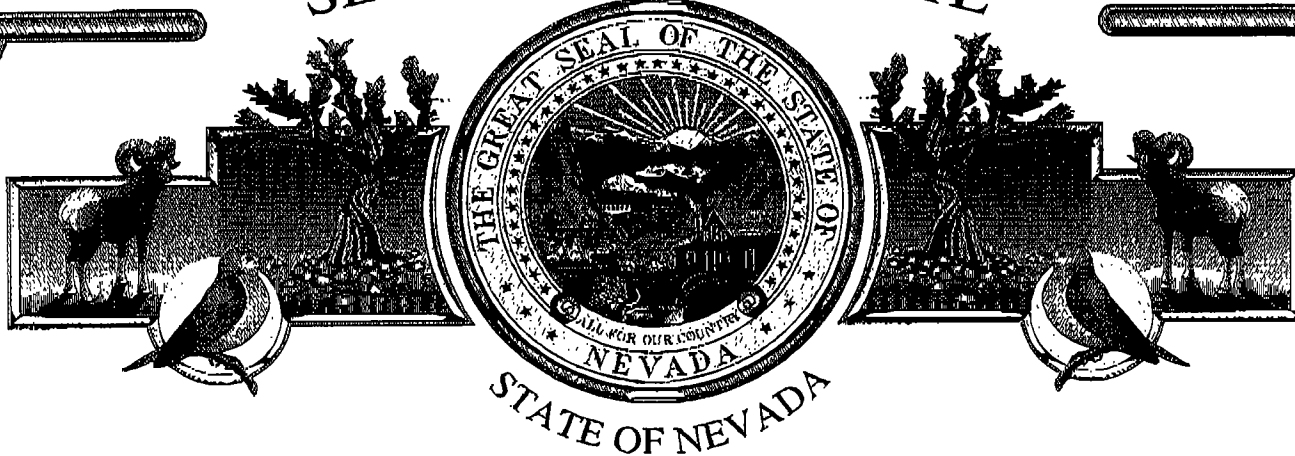
By: 
Charles J. Barnett
Its: President

LANDOVER:

THE LANDOVER COMPANY

By: 
Charles J. Barnett
Its: President





CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **DURA-BOND BEARING COMPANY**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 23, 2002, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 27, 2003.



DEAN HELLER
Secretary of State

By

Certification Clerk