

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
12/04/2004
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12/04/2004

Name Bacou-Dalloz Fall Protection Investment, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Bacou-Dalloz Fall Protection, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 910 Douglas Pike

Address (line 2) Third Floor

Address (line 3) Smithfield Rhode Island 02917

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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REEL: 003125 FRAME: 0833

OP \$640.00 78461038

FORM PTO-1618B
Expires 06/30/09
OMB 0651-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(215) 923-4466

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed (PTO Form 2038)

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Bryna S. Silver

Bryna Silver

June 1 2005

Name of Person Signing

Signature

Date Signed

TRADEMARK

REEL: 003125 FRAME: 0834

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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2644041	2602538	2836323
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2416900	2542528	2182280
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REEL: 003125 FRAME: 0835

Delaware

PAGE 1

The First State

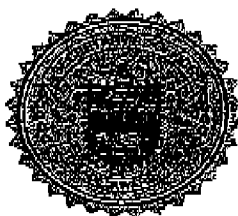
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BACOU-DALLOZ FALL PROTECTION INVESTMENT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BACOU-DALLOZ FALL PROTECTION, INC." UNDER THE NAME OF "BACOU-DALLOZ FALL PROTECTION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 11:47 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3585670

DATE: 12-29-04

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04094972A

TRADEMARK
REEL: 003125 FRAME: 0836

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 11:47 AM 12/29/2004
 FILED 11:47 AM 12/29/2004
 SRV 040949724 - 3134450 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BACOU-DALLOZ FALL PROTECTION INVESTMENT, INC.,
 a Delaware Corporation

WITH AND INTO

BACOU-DALLOZ FALL PROTECTION, INC.,
 a Delaware Corporation

Pursuant to Section 253(a) of the General Corporation Law of the State of Delaware

Bacou-Dalloz Fall Protection, Inc., a Delaware corporation, hereby certifies that:

1. Bacou-Dalloz Fall Protection, Inc. ("BDFP") owns 100% of all issued and outstanding capital stock of Bacou-Dalloz Fall Protection Investment, Inc., a Delaware corporation (the "Subsidiary Corporation"). The Subsidiary Corporation is being merged with and into BDFP, a Delaware corporation (the "Merger"), in accordance with the provisions of Section 253(a) of the General Corporation Law of the State of Delaware ("GCL").
2. BDFP was incorporated on December 1, 1999, under Delaware law, and has Three Thousand (3,000) authorized shares of common stock, par value One Cent (\$0.01) per share.
3. Subsidiary Corporation was incorporated on December 22, 1999, under Delaware law and has authorized One Thousand (1,000) shares of common stock, par value One Dollar (\$1.00) per share.
4. Pursuant to resolutions adopted via Unanimous Written Consent of the Board of Directors (the "Board") dated as of December 29, 2004, which are set forth in Exhibit A attached hereto, the Board of BDFP authorized the Merger pursuant to Section 253(a) of the GCL.

5. Pursuant to such resolutions, the Board also authorized and directed its officers to take any and all action necessary or appropriate to file this Certificate of Ownership and Merger (this "Certificate") with the Secretary of State of the State of Delaware in accordance with the provisions of Sections 253(a) and 103 of the GCL, to be effective at 11:59 p.m. on December 31, 2004.

6. BDFF shall be the surviving corporation of the Merger.

7. The Certificate of Incorporation, as amended, and the Bylaws of BDFF shall be the certificate of incorporation and bylaws of the surviving corporation.


8. Upon the filing of this Certificate, all of the issued and outstanding shares of Subsidiary Corporation shall be deemed canceled.

9. The Merger and this Certificate shall be effective with the Secretary of State of the State of Delaware at 11:59 p.m. on December 31, 2004.

* * *

Bacou-Dalloz Fall Protection, Inc. has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer on December 21, 2004.

BACOU-DALLOZ FALL PROTECTION, INC.,
a Delaware corporation

By: 
Name: Ronald Cox
Title: President

**EXHIBIT A
TO
CERTIFICATE OF OWNERSHIP AND MERGER
OF
BACOU-DALLOZ FALL PROTECTION INVESTMENT, INC.
WITH AND INTO
BACOU-DALLOZ FALL PROTECTION, INC**

**Resolutions of the Board of Directors of Bacou-Dalloz Fall Protection, Inc.
adopted Via Unanimous Written Consent dated as of December 29, 2004**

(See Attached)

EXHIBIT A
RESOLUTIONS OF BOARD OF DIRECTORS
OF
BACOU-DALLOZ FALL PROTECTION, INC.
ADOPTED AS OF DECEMBER 29 2004

* * *

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company hereby approves the merger of Bacou-Dalloz Fall Protection Investment, Inc. ("BDFPI") with and into the Company, effective as of 11:59 p.m. on December 31, 2004, and upon the effective date and time of the merger, the Company shall be responsible and liable for all the liabilities and obligations of BDFPI, pursuant to and in accordance with Section 253 of the General Corporation Law of the State of Delaware ("GCL");

RESOLVED FURTHER, that each of the officers of the Company is hereby authorized and directed to execute and file, or caused to be filed, with the Secretary of State of the State of Delaware, a Certificate of Ownership and Merger, which sets forth a copy of the resolutions of the Board of Directors of the Company to so merge BDFPI with and into the Company and the effective date of adoption of such resolutions;

RESOLVED FURTHER, that the officers of the Company are hereby authorized to undertake such other actions and to execute and deliver such other documents as shall be necessary or appropriate in order to effectuate the merger of BDFPI with and into the Company in accordance with the GCL and the foregoing resolutions; and

* * *