

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/1997

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Donahue Enterprises, Inc.		12/30/1997	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Certified Power, Inc.
Street Address:	970 Campus Drive
City:	Mundelein
State/Country:	ILLINOIS
Postal Code:	60660
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1345599	TRIAXIAL
Registration Number:	1397395	TOLEDO CLUTCH BRAKE
Registration Number:	1435432	TRIAX CLUTCH

CORRESPONDENCE DATA

Fax Number: (312)840-7884
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (312) 840-7860
 Email: mmurphy@jenner.com
 Correspondent Name: Mariann R. Murphy
 Address Line 1: One IBM Plaza
 Address Line 2: Jenner & Block LLP
 Address Line 4: Chicago, ILLINOIS 60611

NAME OF SUBMITTER:	Mariann R. Murphy
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Signature:

/Mariann R. Murphy/

Date:

08/26/2005

Total Attachments: 9

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SK-937

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

- MN: CERTIFIED POWER TRAIN SPECIALISTS, INC.*
- MN: CERTIFIED POWER TRAIN SPECIALISTS (OHIO), INC.*
- MN: COMPONENT TECHNOLOGY, INC.*
- MN: BEIRING ENTERPRISES, INC.*
- MN: CENTRAL STATES POWER PRODUCTS CORPORATION*
- MN: CENTRAL STATES POWER PRODUCTS (OHIO), INC.*
- MN: PHONE MARKETING SERVICES, INC.*
- MN: DONAHUE ENTERPRISES, INC.*
- and 5 unqualified corporations*



Joan Anderson Grove
Secretary of State.

State of Minnesota

0004457

SECRETARY OF STATE

State of Formation and Name of Surviving Entity:

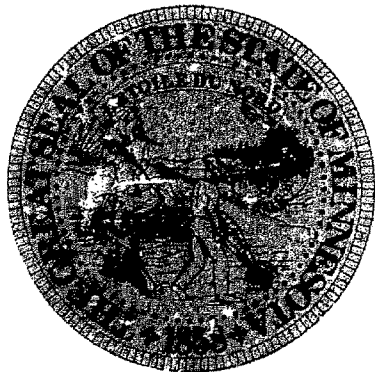
MN: CERTIFIED POWER TRAIN SPECIALISTS, INC.

Effective Date of Merger: December 30, 1997

Name of Surviving Entity After Effective Date of Merger:

CERTIFIED POWER, INC.

This certificate has been issued on: December 30, 1997.



Joan Anderson Grove
Secretary of State.

SK-937

0004458

**ARTICLES OF MERGER
BETWEEN
CERTIFIED POWER TRAIN SPECIALISTS, INC.
AND**

**CERTIFIED POWER TRAIN SPECIALISTS - MISSOURI, INC.
CERTIFIED POWER TRAIN SPECIALISTS (OHIO), INC.
COMPONENT TECHNOLOGY, INC.
BEIRING ENTERPRISES, INC.
CENTRAL STATES POWER PRODUCTS CORPORATION
CENTRAL STATES POWER PRODUCTS (OHIO), INC.
DAVIS POWER HYDRAULICS, INC.
HWM COMPANY
PHONE MARKETING SERVICES, INC.
THE TOLEDO CLUTCH & BRAKE SERVICE, INC.
DONAHUE ENTERPRISES, INC.
CENTRAL HYDRAULICS, INC.**

These Articles of Merger are filed in accordance with Minnesota statute §302A.621 of Chapter 302A of the Minnesota statutes, §351.447, R.S.Mo, of the General and Business Corporation Law is Missouri, and the governing law of the states of Iowa, Ohio and Texas, to evidence the merger of

Donahue Enterprises, Inc., Certified Power Train Specialists - Missouri, Inc., Certified Power Train Specialists (Ohio), Inc., Component Technology, Inc., Beiring Enterprises, Inc., Central States Power Products Corporation, Central States Power Products (Ohio) Inc., Davis Power Hydraulics, Inc., HWM Company, Phone Marketing Services, Inc., The Toledo Clutch & Brake Service, Inc., Donahue Enterprises, Inc., and Central Hydraulics, Inc. into Certified Power Train Specialists, Inc.

Certified Power Train Specialists, Inc. owns all of the issued and outstanding stock of Certified Power Train Specialists - Missouri, Inc., Certified Power Train Specialists (Ohio), Inc., Component Technology, Inc., Beiring Enterprises, Inc., Central States Power Products Corporation, Central States Power Products (Ohio), Inc., Davis Power Hydraulics, Inc., HWM Company, Phone Marketing Services, Inc., The Toledo Clutch & Brake Service, Inc., Donahue Enterprises, Inc., and Central Hydraulics, Inc. ("Merging Corporations"), and each of the Corporations hereby adopt the following Articles of Merger.

1. The names of the corporations participating in the merger and the states under the laws in which they are organized is as follows:

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Certified Power Train Specialists, Inc.	Minnesota
Certified Power Train Specialists - Missouri, Inc.	Missouri
Certified Power Train Specialists (Ohio), Inc.	Minnesota
Component Technology, Inc.	Minnesota
Beiring Enterprises, Inc.	Minnesota
Central States Power Products Corporation	Minnesota
Central States Power Products (Ohio), Inc.	Minnesota
Davis Power Hydraulics, Inc.	Texas
HWM Company	Iowa
Phone Marketing Services, Inc.	Minnesota
The Toledo Clutch & Brake Service, Inc.	Ohio
Donahue Enterprises, Inc.	Minnesota
Central Hydraulics, Inc.	Texas

2. The laws of the states under which the Surviving and Merging Corporations are incorporated and exist permit such a merger.

3. The name of the surviving corporation is Certified Power Train Specialists, Inc., and such corporation is to be governed by the laws of the state of Minnesota. Contemporaneous with the Merger, Certified Power Train Specialists, Inc. will amend its Articles of Incorporation to change its name to Certified Power, Inc. ✓ *jc*

4. The Plan of Merger was adopted by the Board of Directors of Certified Power Train Specialists on December 19, 1997 and each of the Merging Corporations on December 19, 1997.

5. All of the shareholders of the Merging Corporations, in writing, waive the necessity of the mailing of a copy of the Plan of Merger to each of them. Pursuant to and in accordance with the waiver, no mailing was made to each of the shareholders of the Merging Corporation.

6. The number of outstanding shares of stock of each class and series of the Merging Corporations and the number of shares of each class and series owned by the Surviving Corporation is as follows:

<u>Name of Subsidiary Corporation</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares of Each Class and Series Owned by Parent Corporation</u>
Certified Power Train Specialists - Missouri, Inc.	500 Common	500
Certified Power Train Specialists (Ohio), Inc.	100,000 Preferred	100,000
	100,000 Common	100,000
Component Technology, Inc.	120,000 Preferred	120,000

	50,000 Common	50,000
Beiring Enterprises, Inc.	80,000 Preferred	80,000
	20,000 Common	20,000
Central States Power Products Corporation	200,000 Preferred	200,000
	49,235 Common	49,235
Central States Power Products (Ohio), Inc.	100,000 Common	100,000
Davis Power Hydraulics, Inc.	976 Common	976
HWM Company	1,000 Common	1,000
Phone Marketing Services, Inc.	1,000 Common	1,000
The Toledo Clutch & Brake Service, Inc.	525 Preferred	525
	75 Common	75
Donahue Enterprises, Inc.	100,000 Preferred	100,000
	6,000 Common	6,000
Central Hydraulics, Inc.	1,000 Common	1,000

8. The Plan of Merger consists of a complete cancellation of

all shares of the Merging Corporations. The Surviving Corporation agrees to assume all of the obligations of the Merging Corporations and agrees to accept service of process upon the Merging Corporations.

9. After the merger takes effect, the Surviving Corporation will qualify to transact business in each of the states in which the constituent corporations currently conduct business, including, Iowa, Missouri, Ohio and Texas.

10. It is agreed that after the merger takes effect:

a. The Surviving Corporation may be served with process in the State of Iowa, Missouri, Ohio and Texas in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Iowa, Missouri, Ohio or Texas which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Iowa, Missouri, Ohio or Texas against the surviving or new corporation;

b. The Secretary of State of Iowa, Missouri, Ohio or Texas is appointed agent for service of process on behalf of the Surviving Corporation in a proceeding to enforce any obligation or the rights of dissenting shareholders of the domestic corporation party to the merger, the address to which the service of process in any such proceedings shall be mailed is 2441 26th Avenue South, Minneapolis, Minnesota 55406-1250;

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Iowa, Missouri, Ohio and Texas which is a party to the merger the amount, if any, to which they are entitled under the provisions of the Iowa Business Corporation Act, The General and Business Corporation Law of Missouri, and the applicable governing law of the state of Ohio and Texas, with respect to the rights of dissenting shareholders.

10. This Plan of Merger has been adopted pursuant to §351.447 R.S.Mo, and the applicable governing law of the states of Minnesota, Iowa, Ohio and Texas.

11. All of the property, rights, privileges, leases and patents of the Merging Corporations are to be transferred to and become the property of Certified Power Train Specialists, Inc. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

12. The officers and board of directors of Certified Power Train Specialists, Inc. shall continue in office until their successors are duly elected and qualified under the provisions of the by-laws of the surviving corporation.

13. The Articles of Incorporation of the Surviving Corporation are amended to change the name of the Corporation from Certified Power Train Specialists, Inc. to Certified Power, Inc.

14. The Surviving Corporation will assume and be responsible for the payment of taxes, fees and assessments of each Merging Corporation, including franchise taxes, and the Surviving Corporation will be obligated to pay such fees and taxes, including Texas Business Corporation Act, Articles 5.04 and 5.18.

15. The name and mailing address of the person from whom an eligible person may obtain a copy of the Agreement of Merger, upon written request, is:

Mr. Donald Day
2425 E. Camelback Rd., Ste. 390
Phoenix, Arizona 85016

16. The Surviving Corporation desires to transact business in Ohio as a foreign corporation and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

C T Corporation Systems
815 Superior Avenue N.E.
Cleveland, Ohio 44114

Acceptance of Agent

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.

C T Corporation Systems

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records)

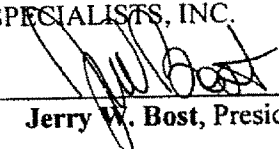
The subject surviving foreign corporation irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation fails to designate another agent when required to do so, or if the corporation's license or registration to do business in Ohio expires or is canceled.

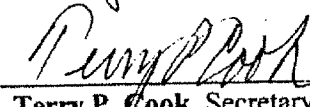
17. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

18. The Merger shall be effective for accounting and business purposes as of the close of business on December 31, 1997, and for legal purposes on such date as these Articles of Merger are filed with the Secretary of State of the State of Minnesota. ✓


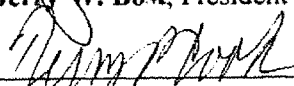
IN WITNESS WHEREOF, I have executed these Articles of Merger effective this 19th day of December, 1997.

CERTIFIED POWER TRAIN
SPECIALISTS, INC.


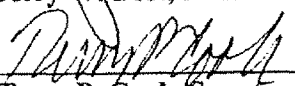
By: 
Jerry W. Bost, President

By: 
Terry P. Cook, Secretary


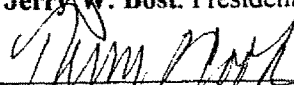
CENTRAL HYDRAULICS, INC.

By: 
Jerry W. Bost, President
By: 
Terry P. Cook, Secretary


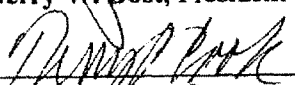
DAVIS POWER HYDRAULICS, INC.

By: 
Jerry W. Bost, President
By: 
Terry P. Cook, Secretary


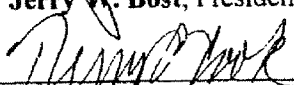
DONAHUE ENTERPRISES, INC.

By: 
Jerry W. Bost, President
By: 
Terry P. Cook, Secretary



COMPONENT TECHNOLOGY, INC.

By: 
Jerry W. Bost, President
By: 
Terry P. Cook, Secretary


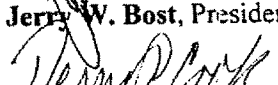
CENTRAL STATES POWER PRODUCTS CORPORATION

By: 
Jerry W. Bost, President
By: 
Terry P. Cook, Secretary


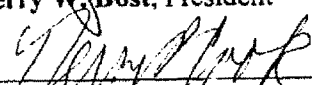
CENTRAL STATES POWER PRODUCTS (OHIO), INC.

By: 
Jerry W. Bost, President
By: 
Terry P. Cook, Secretary

THE TOLEDO CLUTCH & BRAKE SERVICE, INC.

By: 
Jerry W. Bost, President
By: 
Terry P. Cook, Secretary

BEIRING ENTERPRISES, INC.

By: 
Jerry W. Bost, President
By: 
Terry P. Cook, Secretary

CERTIFIED POWER TRAIN SPECIALISTS (OHIO), INC.

By: *Jerry W. Bost*
Jerry W. Bost, President
By: *Terry P. Cook*
Terry P. Cook, Secretary

PHONE MARKETING SERVICES, INC.

By: *Jerry W. Bost*
Jerry W. Bost, President
By: *Terry P. Cook*
Terry P. Cook, Secretary

CERTIFIED POWER TRAIN SPECIALISTS - MISSOURI, INC.

By: *Jerry W. Bost*
Jerry W. Bost, President
By: *Terry P. Cook*
Terry P. Cook, Secretary

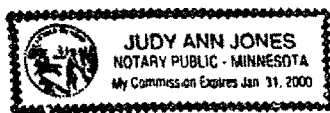
HWM COMPANY

By: *Jerry W. Bost*
Jerry W. Bost, President
By: *Terry P. Cook*
Terry P. Cook, Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
DEC 30 1997
Jean Anderson Howe
Secretary of State

STATE OF MINNESOTA)
COUNTY OF HENNEPIN)

On this 19th day of December in the year 1997, before me *Judy Ann Jones*,
Notary Public in and for said state, personally appeared Jerry W. Bost and Terry P. Cook, President
and Secretary respectively, of the above named corporations, known to me to be the person who
executed the within Articles of Merger on behalf of said corporations and acknowledged to me that
they executed the same for the purposes therein stated.



Judy Ann Jones
Notary Public
Hennepin County, Minnesota
My Commission Expires: *01/31/2000*