

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MTD Products Inc		10/28/2002	CORPORATION:
RECEIVING PARTY DATA			
Name:	MTD Holdings Inc		
Street Address:	5903 Grafton Road		
City:	Valley City		
State/Country:	OHIO		
Postal Code:	44280		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1939185	ATLAS PRO	
Registration Number:	0369457		
CORRESPONDENCE DATA			
Fax Number:	(216)642-8826		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	WHVIPGroup@wegmanlaw.com		
Correspondent Name:	Wegman, Hessler & Vanderburg		
Address Line 1:	6055 Rockside Woods Blvd.		
Address Line 2:	Suite 200		
Address Line 4:	Cleveland, OHIO 44131		
NAME OF SUBMITTER:	Danielle A. Skoczen		
Signature:	/DAS/		
Date:	08/31/2005		
Total Attachments: 2			

CH \$65.00 1939185

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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/01/2002	200230501016	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

C T CORPORATION SYSTEM
JAMES TANKS III
17 S HIGH ST
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

192816

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MTD HOLDINGS INC

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

200230501016



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of November,
A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State

**CERTIFICATE
OF
AMENDMENT TO ARTICLES OF INCORPORATION
OF
MTD PRODUCTS INC**

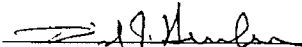
CHARTER NO.: 192816

David J. Hessler, who is the Secretary of the above named Ohio corporation for profit (the "Corporation"), does hereby certify that a Special Meeting of the Shareholders of the Corporation was duly called and held on Tuesday, October 15, 2002, at which meeting a quorum of the shareholders entitled to vote on the proposal to adopt an Amendment to the Amended and Restated Articles of Incorporation of the Corporation were present in person or by proxy, and that by the affirmative vote of the holders of shares entitling them to exercise at least a majority of the voting power of the Corporation, the following Resolution of Amendment to the Articles of Incorporation of MTD Products Inc amending the First Article of the Amended and Restated Articles of Incorporation was adopted to supersede and take the place of the existing First Article of the Amended and Restated Articles of Incorporation:

BE IT RESOLVED, that the First Article of the Amended and Restated Articles of Incorporation of MTD Products Inc be amended as follows:

FIRST: The name of the Corporation shall be: MTD HOLDINGS INC

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the Corporation, has hereunto subscribed his name this 15 day of October, 2002.



David J. Hessler
Secretary

2002 OCT 15 11:45 AM
SECRETARY

1. 18XCS/16/15FAMNOTES and RES/16/15NS/CERT SPD Cert of Amend to Articles of Incorporation re MTD Holdings, Inc.