

07-07-2005

**RECORD
TRA**



103035353

To the Director of the U. S. Patent and Trademark Office

at the new address(es) below.

1. Name of conveying party(ies):

Hartwell-Dzus, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) December 28, 2004

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Southco US, Inc.
 Internal Address: _____
 Street Address: 210 North Brinton Lake Road, PO Box 0116
 City: Concordville
 State: Pennsylvania
 Country: US Zip: 19331-0116

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship US
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

0724693, 2779228, 2888269

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: John J. Simkanich

Internal Address: Paul & Paul

Street Address: Two Thousand Market Street
Suite 2900

City: Philadelphia

State: Pennsylvania Zip: 19103

Phone Number: 215-568-4900

Fax Number: 215-567-5057

Email Address: _____

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$90.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Signature

John J. Simkanich

Name of Person Signing

6/30/05
Date

Total number of pages including cover sheet, attachments, and document: **3**

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

07/06/2005 ECDOPER 00000168 0724693

01 FC:8521 40.00 OP
02 FC:8522 50.00 OP

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OPR/TMANCE

Secretary of State
Division of Corporations
Delivered 02:21 PM 12/28/2004
FILED 02:04 PM 12/28/2004
SRV 040944921 - 3862480 FILE

CERTIFICATE OF OWNERSHIP MERGING

HARTWELL-DZUS, INC.

INTO

SOUTHCO US, INC.

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

Southco US, Inc., a corporation incorporated on the 1st day of October, 2004, pursuant to the provision of the General Corporation Law of the State of Delaware, does hereby certify:

(1) That it owns 100% of the capital stock of Hartwell-Dzus, Inc., a corporation incorporated on the 14th day of January, 1993, pursuant to the provision of the General Corporation Law of the State of Delaware, and

(2) By the followings resolution of its Board of Directors duly adopted December 22, 2004, Southco US, Inc. determined to and did merge into itself Hartwell-Dzus, Inc.:

WHEREAS, Southco US, Inc. (the "Company") lawfully owns 100% of the issued and outstanding stock of Hartwell-Dzus, Inc., a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Company desires to merge Hartwell-Dzus, Inc. into itself, and to possess all of the estate, property, rights, privileges and franchises thereof, and to assume all of the liabilities and obligations thereof;

NOW THEREFORE, BE IT RESOLVED, that effective January 1, 2005, the Company merge Hartwell-Dzus, Inc. into itself and assume all of its liabilities and obligations, and

FURTHER RESOLVED, that the Secretary or any other officer of the Company be and is hereby directed to make and execute a Certificate of Ownership setting forth a copy of the resolution to merge Hartwell-Dzus, Inc. into the Company and assume its liabilities and obligations, and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in such other office that may be required; and

FURTHER RESOLVED, that the proper officers of the Company be, and they hereby are, authorized and directed to execute on behalf of the Company such other instruments and to take such further action, whether within or without the State of Delaware, as they, in their sole discretion, deem necessary or desirable to effectuate said merger and the intent of the foregoing resolutions.

(3) The effective date of this Certificate of Ownership shall be January 1, 2005.

In witness whereof, Southco US, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Alan L. Eisen, an authorized officer, this 28th day of December, 2004.

SOUTHCO US, INC.

By: Alan L. Eisen
Name: Alan L. Eisen
Title: Secretary

(Notice of Certificate of Ownership - Southco US, Inc.)