

11-07-2007

Form TPO-1594 (Rev. 07/05)
Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
States Patent and Trademark Office



103459608

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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

10.31.07

1. Name of conveying party(ies):
Tranter Radiator Products, Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes No
 Additional names, addresses, or citizenship attached?

Name: TRP, Inc.
 Internal
 Address: _____
 Street Address: 1 Tranter Drive
 City: Edgefield
 State: South Carolina
 Country: United States Zip: 29824-0570

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware
 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)

3. Nature of conveyance /Execution Date(s) :
 Execution Date(s) December 15, 2004

Assignment Merger
 Security Agreement Change of Name
 Other _____

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) 0757773

Additional sheet(s) attached? Yes No

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

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

Name: Gary Serbin
 Internal Address: Willkie Farr & Gallagher LLP
 Street Address: 787 Seventh Avenue
 City: New York
 State: NY Zip: 10019-6099
 Phone Number: (212) 728-8000
 Fax Number: (212) 728-8111
 Email Address: ipdept@willkie.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

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 23-2405
11/06/2007 NJANA1 00000078 232405
 Authorized User Name Gary Serbin
01 FC:8521 40.00 DA

9. Signature: Gary Serbin October 31, 2007
 Signature Date

Gary Serbin
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 10

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "TRANTECH RADIATOR PRODUCTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTY-FIRST DAY OF JANUARY, A.D. 2000, AT 4 O'CLOCK P.M.

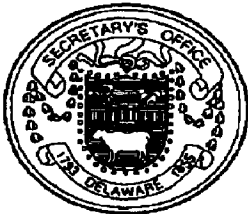
CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TRANTER RADIATOR PRODUCTS, INC." TO "TRP, INC.", FILED THE FIFTEENTH DAY OF DECEMBER, A.D. 2004, AT 5:36 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TRP, INC." TO "TRANTECH RADIATOR PRODUCTS, INC.", FILED THE SEVENTH DAY OF JULY, A.D. 2005, AT 5:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE

3168057 8310
071081873



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6047911

DATE: 10-03-07

TRADEMARK
REEL: 003657 FRAME: 0735

Delaware

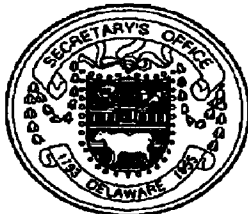
PAGE 2

The First State

AFORESAID CORPORATION, "TRANTECH RADIATOR PRODUCTS, INC."

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3168057 8310

071081873

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6047911

DATE: 10-03-07

TRADEMARK
REEL: 003657 FRAME: 0736

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TRANTECH RADIATOR PRODUCTS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTY-FIRST DAY OF JANUARY, A.D. 2000, AT 4 O'CLOCK P.M.

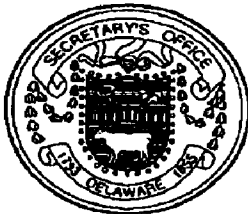
CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TRANTER RADIATOR PRODUCTS, INC." TO "TRP, INC.", FILED THE FIFTEENTH DAY OF DECEMBER, A.D. 2004, AT 5:36 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TRP, INC." TO "TRANTECH RADIATOR PRODUCTS, INC.", FILED THE SEVENTH DAY OF JULY, A.D. 2005, AT 5:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "TRANTECH RADIATOR PRODUCTS, INC.".

3168057 8100H
071081873



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6047912

DATE: 10-03-07

TRADEMARK
REEL: 003657 FRAME: 0737

CERTIFICATE OF INCORPORATION
OF
TRANTER RADIATOR PRODUCTS, INC.

ARTICLE 1

The name of the corporation is Tranter Radiator Products, Inc. (the "Corporation").

ARTICLE 2

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington (New Castle County) Delaware 19801, and the name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE 4

The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000), consisting of one class only, designated as "Common Stock", \$.01 par value per share.

ARTICLE 5

The name and address of the sole incorporator is:

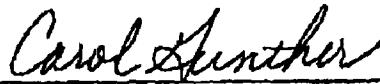
Carol Gunther
POLEY & LARDNER
777 East Wisconsin Avenue
Suite 3700
Milwaukee, Wisconsin 53202-5367

ARTICLE 6

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (i) for any breach

of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of the foregoing provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 31st day of January, 2000.



Carol Gunther
Carol Gunther
Sole Incorporator

**CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION
OF TRANTER RADIATOR PRODUCTS, INC.**

In accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware, the undersigned, being the sole incorporator of Tranter Radiator Products, Inc., a Delaware corporation, hereby certifies as follows:

1. The name of the corporation is Tranter Radiator Products, Inc. (the "Corporation").
2. The Corporation has not yet received any payment for any of its stock.
3. The Certificate of Incorporation of the Corporation, filed January 31, 2000 in the Office of the Delaware Secretary of State, is hereby amended by striking out Article 2 and Article 4 thereof and by substituting in lieu of said Article 2 and Article 4 the following new Articles:

"ARTICLE 2

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington (County of New Castle), Delaware 19805, and the name of its registered agent at such address is Corporation Service Company."

"ARTICLE 4

The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000), consisting of one class only, designated as "Common Stock", \$1.00 par value per share."

4. The foregoing amendments have been duly adopted in accordance with Section 241 of the General Corporation Law of the State of Delaware by the sole incorporator.

Executed on behalf of the Company as of February 7, 2000.

By: Carol Gunther
Carol Gunther, Sole Incorporator

STATE OF WISCONSIN)
)ss.
MILWAUKEE COUNTY)

On this 7th day of February, 2000, personally appeared before me, a Notary Public in and for the State of Wisconsin, the aforementioned Carol Gunther, known to me to have executed the foregoing instrument in her capacity as Sole Incorporator of the Corporation, for the purposes therein contained.

Susan M. Bronk
Name: SUSAN M. BRONK
Notary Public, State of Wisconsin
My Commission: expires 4/22/03

This document was drafted by, and after filing should be returned to, Carol Gunther, Paralegal, Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, WI 53202-5367.

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

TRANTER RADIATOR PRODUCTS, INC.

Pursuant to Section 242 of the Delaware General Corporation Law

THE UNDERSIGNED, being a duly appointed and authorized officer of Tranter Radiator Products, Inc. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), for the purpose of amending the Corporation's Certificate of Incorporation (the "Certificate of Incorporation") filed pursuant to Section 102 of the DGCL, hereby certifies, pursuant to Sections 242 and 103 of the DGCL, as follows:

FIRST: That the Corporation's Certificate of Incorporation was initially filed on January 31, 2000 and amended February 7, 2000 with the Secretary of State of the State of Delaware (the "Secretary").

SECOND: That the amendment effected hereby was duly authorized in accordance with the provisions of Sections 228 and 242 of the DGCL and shall be executed, acknowledged and filed in accordance with Section 103 of the DGCL.

THIRD: That the Corporation's Certificate of Incorporation is hereby amended by deleting the First Article thereof in its entirety and inserting in lieu thereof the following:

"Article I.

The name of this corporation shall be:

TRP, Inc. (the "Corporation")"

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer on this 15th day of December, 2004.

By: /s/ Shail B. Sheth
Name: Shail B. Sheth
Title: President

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:44 PM 07/07/2005
FILED 05:29 PM 07/07/2005
SRV 050565056 - 3168057 FILE

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
TRP, INC.**

Pursuant to Section 242
of the General Corporation Law of
the State of Delaware

TRP, Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The Corporation filed its original Certificate of Incorporation with the Secretary of the State of Delaware on January 31, 2000, and the Corporation filed a Certificate of Amendment to the Certificate of Incorporation on February 7, 2000, and the Corporation filed an additional Certificate of Amendment to the Certificate of Incorporation on December 15, 2004.

SECOND: By unanimous written consent of the Board of Directors of the Corporation, a resolution was duly adopted, pursuant to Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, setting forth the proposed amendment to the Certificate of Incorporation of the Corporation, and declaring the amendment to be advisable. The stockholders duly approved the proposed amendment to the Articles of Incorporation by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the proposed amendment to the Certificate of Incorporation is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article I so that, as amended, the Article shall be and read as follows:

"ARTICLE I

The name of the corporation (the "Corporation") is Trantech Radiator Products, Inc."

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed this 7th day of July, 2005.

TRP, INC.

By: 
Paul Cooper, President

TOTAL P.02