

**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
CIPAR Inc.		02/11/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Cohesant Inc.
Street Address:	1209 N. ORANGE STREET
City:	WILMINGTON
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3274072	C CURAFLO
Registration Number:	2951348	CURAFLO
Registration Number:	3274035	CURAFLO ENGINEERED FLOW LINING SYSTEM
Registration Number:	3383987	CURAFLO THE SOLUTION FOR PIPE PROBLEMS
Registration Number:	2838716	CURAPOXY
Registration Number:	1962828	RAVEN
Serial Number:	77307601	CURAFLO SPINCAST SYSTEM
Serial Number:	77171610	RESTORING PIPES AND PEACE OF MIND
Serial Number:	77009584	TRITON SPINCAST SYSTEM
Serial Number:	78964769	TRITON WATERMAIN LINING SYSTEM

CORRESPONDENCE DATA

Fax Number: (614)227-2100  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 6142272000

CH \$265.00 3274072

Email: ipdocket@porterwright.com  
Correspondent Name: Robert J. Morgan  
Address Line 1: 41 South High Street  
Address Line 4: Columbus, OHIO 43215

ATTORNEY DOCKET NUMBER:	4002350-159684
NAME OF SUBMITTER:	Robert J. Morgan
Signature:	/Robert J. Morgan/
Date:	03/07/2008

**Total Attachments: 8**

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# Delaware

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*The First State*

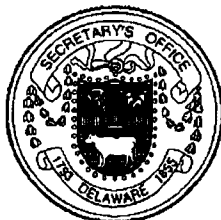
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CIPAR INC.", CHANGING ITS NAME FROM "CIPAR INC." TO "COHESANT INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF FEBRUARY, A.D. 2008, AT 3:12 O'CLOCK P.M.

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

4040862 8100

080140783

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6375663

DATE: 02-12-08

TRADEMARK  
REEL: 003734 FRAME: 0152

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

CIPAR INC.

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CIPAR Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby restate, integrate and further amend the Certificate of Incorporation of the Corporation, which was originally filed with the Secretary of State of the State of Delaware on October 5, 2005.

*FIRST:* The name of this Corporation is: Cohesant Inc.

*SECOND:* Its registered office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The registered agent in charge thereof is The Corporation Trust Company.

*THIRD:* 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 Delaware ("Delaware Law").

*FOURTH:*

SECTION 1. *Capital Stock.* (a) The total number of shares of stock which the Corporation shall have authority to issue is 8,000,000, consisting of 7,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock"), and 1,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"). The Common Stock of the Corporation shall be all of one class. The Preferred Stock may be issued in one or more series having such designations as may be fixed by the Board of Directors.

(b) The Board of Directors is expressly authorized to provide for the issue of all or any shares of the Common Stock and the Preferred Stock, to determine the number of shares of each class and to fix for any series of Preferred Stock such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors or a duly authorized committee thereof providing for the issue of such series and as may be permitted by Delaware Law.

(c) The number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative

vote of a majority of the Common Stock of the Corporation irrespective of the provisions of Section 242(b)(2) of Delaware Law.

SECTION 2. *Common Stock. (a) Issuance and Considerations.* Any unissued or treasury shares of the Common Stock may be issued for such consideration as may be fixed in accordance with applicable law from time to time by the Board of Directors.

(b) *Dividends.* Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property, or in shares of stock and the holders of the Preferred Stock shall not be entitled to participate in any such dividends (unless otherwise provided by the Board of Directors in any resolution providing for the issue of a series of Preferred Stock).

(c) *Powers, Preferences, Etc.* The following is a statement of the powers, preferences, and relative participating, optional and other special rights and qualifications, limitations and restrictions of the Common Stock of the Corporation:

(i) Subject to the rights of the holders of the Preferred Stock, and subject to any other provisions of this Amended and Restated Certificate of Incorporation, the holders of the Common Stock shall be entitled to receive such dividends and other distributions in cash, stock of any corporation or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor and shall share equally on a per share basis in all such dividends and other distributions.

(ii) (A) At every meeting of the stockholders of the Corporation every holder of Common Stock shall be entitled to one vote in person or by proxy for each share of Common Stock standing in his or her name on the transfer books of the Corporation in connection with the election of directors and all other matters submitted to a vote of stockholders. Except as may be otherwise required by law or by this ARTICLE FOURTH, the holders of Common Stock shall vote as a single class, subject to any voting rights which may be granted to the holders of Preferred Stock, on all matters submitted to a vote of the holders of Common Stock.

(B) Every reference in this Amended and Restated Certificate of Incorporation to a majority or other proportion of shares of Common Stock shall refer to such majority or other proportion of the votes to which such shares of Common Stock are entitled.

(iii) In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment in full of the amounts required to be paid to the holders of Preferred Stock, the remaining assets and funds of the Corporation shall be distributed pro rata to the holders of Common Stock. For the purposes of this paragraph (c)(iii), the voluntary sale, conveyance, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially

all of the assets of the Corporation or a consolidation or merger of the Corporation with one or more other corporations (whether or not the Corporation is the corporation surviving such consolidation or merger) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

(d) Immediately upon the effectiveness of this Amended and Restated Certificate of Incorporation each share of common stock of the Corporation, par value \$0.01 per share, that is issued and outstanding immediately prior to such effectiveness, shall be changed into and reclassified as 37,000 shares of Common Stock, so that there will be 3,700,000 shares issued and outstanding upon the effectiveness of this Amended and Restated Certificate of Incorporation.

**SECTION 3. *Series and Limits of Variations between Series of Preferred Stock.*** Any unissued or treasury shares of the Preferred Stock may be issued from time to time in one or more series for such consideration as may be fixed from time to time by the Board of Directors and each share of a series shall be identical in all respects with the other shares of such series, except that, if the dividends thereon are cumulative, the date from which they shall be cumulative may differ. Before any shares of Preferred Stock of any particular series shall be issued, a certificate shall be filed with the Secretary of State of Delaware setting forth the designation, rights, privileges, restrictions, and conditions to be attached to the Preferred Stock of such series and such other matters as may be required, and the Board of Directors shall fix and determine, and is hereby expressly empowered to fix and determine, in the manner provided by law, the particulars of the shares of such series (so far as not inconsistent with the provisions of this ARTICLE FOURTH applicable to all series of Preferred Stock), including, but not limited to, the following:

- (i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors;
- (ii) the annual rate of dividends payable on shares of such series, the conditions upon which such dividends shall be payable and the date from which dividends shall be cumulative in the event the Board of Directors determines that dividends shall be cumulative;
- (iii) whether such series shall have voting rights, in addition to the voting rights provided by law and, if so, the terms of such voting rights;
- (iv) whether such series shall have conversion privileges and, if so, the terms and conditions of such conversion, including, but not limited to, provision for adjustment of the conversion rate upon such events and in such manner as the Board of Directors shall determine;
- (v) whether or not the shares of such series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which

they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) whether such series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms and amount of such sinking fund;

(vii) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(viii) any other relative rights, preferences and limitations of such series.

SECTION 4. *No Preemptive Rights.* Except as otherwise set forth above in this ARTICLE FOURTH, no holder of shares of this Corporation of any class shall be entitled, as such, as a matter of right, to purchase or subscribe for shares of any class of stock now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the Corporation or to which there shall be attached or appertain any warrants or rights entitling the holders thereof to purchase or subscribe for shares of the Corporation.

*FIFTH:*

SECTION 1. *Amendment of Bylaws by Directors.* In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation.

SECTION 2. *Amendment of Bylaws by the Stockholders.* The bylaws shall not be made, repealed, altered, amended or rescinded by the stockholders of the Corporation except by the vote of not less than a majority of the outstanding shares of the Corporation entitled to vote thereon. Any amendment to the Certificate of Incorporation which shall contravene any bylaw in existence on the record date of the stockholders meeting at which such amendment is to be voted upon by the stockholders shall require the vote of not less than a majority of the outstanding shares entitled to vote thereon.

*SIXTH:*

SECTION 1. *Management of the Corporation.* Except as otherwise provided in ARTICLE TWELFTH, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Officers of the Corporation shall be elected by, or in the manner approved by, the Board of Directors.

SECTION 2. *Number of Directors.* The Board of Directors shall consist of not less than three nor more than nine directors, with the exact number of directors to be determined from time to time by resolution adopted by either the stockholders or by the Board of Directors; provided, however, that once the number of directors has been fixed by the stockholders the Board of Directors may increase or decrease such number by no more than one. Each director

shall serve until his or her successor is elected and qualified or until his or her death, resignation or removal.

SECTION 3. *Voting Quorum.* Subject to ARTICLE TWELFTH, each member of the Board of Directors shall have one vote on all matters presented to the Board of Directors, and a majority of the total number of directors at any time shall constitute a quorum for the transaction of business at that time. Subject to ARTICLE TWELFTH, the Board of Directors may act by the unanimous written consent of the directors.

SECTION 4. *Election by Holders of Preferred Stock.* During any period when the holders of any Preferred Stock or any one or more series thereof, voting as a class, shall be entitled to elect a specified number of directors, by reason of dividend arrearages or other provisions giving them the right to do so, then and during such time as such right continues (i) the then otherwise authorized number of directors shall be increased by such specified number of directors, and the holders of such Preferred Stock or such series thereof, voting as a class, shall be entitled to elect the additional directors so provided for, pursuant to the provisions of such Preferred Stock or series; (ii) each such additional director shall serve for such term, and have such voting powers, as shall be stated in the provisions pertaining to such Preferred Stock or series; and (iii) whenever the holders of any such Preferred Stock or series thereof are divested of such rights to elect a specified number of directors, voting as a class, pursuant to the provisions of such Preferred Stock or series, the terms of office of all directors elected by the holders of such Preferred Stock or series, voting as a class, pursuant to such provisions or elected to fill any vacancies resulting from the death, resignation or removal of directors so elected by the holders of such Preferred Stock or series, shall forthwith terminate and the authorized number of directors shall be reduced accordingly.

SECTION 5. *Ballots.* Elections of directors at an annual or special meeting of stockholders need not be by written ballot unless the bylaws of the Corporation shall provide otherwise.

SECTION 6. *Elimination of Certain Personal Liability of Directors.* A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of any fiduciary duty as a director to the fullest extent permitted by Delaware Law.

*SEVENTH:* After the issuance of more than 1,000 shares of Common Stock of the Corporation, no action shall be taken by the stockholders except at an annual or special meeting of stockholders.

*EIGHTH:* The Board of Directors of the Corporation, when evaluating any offer of another party to (1) make a tender or exchange offer for any equity security of the Corporation, (2) merge or consolidate the Corporation with another corporation, or (3) purchase or otherwise acquire all or substantially all of the properties and assets of the Corporation, shall in connection with the exercise of its judgment in determining what is in the best interests of the Corporation and its stockholders, give due consideration to all relevant factors, including without limitation the social and economic effects on the employees, customers, suppliers and other constituents of



the Corporation and its subsidiaries and on the communities in which the Corporation and its subsidiaries operate or are located.

*NINTH:* Any director may be removed at any annual or special stockholders' meeting upon the affirmative vote of not less than a majority of the outstanding shares of the Corporation at that time entitled to vote thereon; *provided, however,* that such director may be removed only for cause and shall receive a copy of the charges against him, delivered to him personally or by mail at his last known address at least 10 days prior to the date of the stockholders' meeting; *provided further,* that directors who shall have been elected by the holders of a series or class of Preferred Stock, voting separately as a class, shall be removed only pursuant to the provisions establishing the rights of such series or class to elect such directors.

*TENTH:* The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

*ELEVENTH:*

**SECTION 1. *Vote Required for Certain Business Combinations.*** The affirmative vote of not less than two-thirds of the outstanding shares of "Voting Stock" (as hereinafter defined) held by stockholders other than the "Interested Person" (as hereinafter defined) seeking to effect a "Business Combination" (as hereinafter defined) shall be required for the approval or authorization of any Business Combination with any Interested Person; *provided* that the provisions of this ARTICLE ELEVENTH shall not apply to any Business Combination, and such Business Combination shall require only such affirmative vote, if any, as is required by law or otherwise, if such Business Combination shall have been approved by a majority (whether such approval is made prior or subsequent to the acquisition of Beneficial Ownership of the Voting Stock that caused the Interested Person to become an Interested Person) of the Article 11 Continuing Directors (as hereinafter defined).

**SECTION 2. *Definitions.*** Certain words and terms as used in this ARTICLE ELEVENTH shall have the meanings given to them by the definitions and descriptions in this Section.

(a) *Business Combination.* The term "Business Combination" shall mean: (i) any merger or consolidation of the Corporation or a subsidiary of the corporation with or into an Interested Person, (ii) any sale, lease, exchange, transfer or other disposition, including without limitation, a mortgage or any other security device, of all or any "Substantial Part" (as hereinafter defined) of the assets either of the Corporation (including without limitation, any voting securities of a subsidiary) or of a subsidiary of the Corporation to an Interested Person, (iii) any merger or consolidation of an Interested Person with or into the Corporation or a subsidiary of the Corporation, (iv) any sale, lease, exchange, transfer or other disposition, including without limitation, a mortgage or other security device, of all or any Substantial Part of the assets of an Interested Person to the Corporation or a subsidiary of the Corporation, (v) the issuance or transfer by the Corporation or any subsidiary of the Corporation of any securities of

the Corporation or a subsidiary of the Corporation to an Interested Person, (vi) any reclassification of securities, recapitalization or other comparable transaction involving the Corporation that would have the effect of increasing the voting power of any Interested Person with respect to Voting Stock of the Corporation, and (vii) any agreement, contract or other arrangement providing for any of the transactions described in this definition of Business Combination.

(b) *Interested Person.* The term "Interested Person" shall mean and include any individual, corporation, partnership or other person or entity which, together with its "Affiliates" and "Associates" (as defined in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934 as in effect at the date of the adoption of this ARTICLE ELEVENTH by the stockholders of the Corporation), that "Beneficially Owns" (as defined in Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934 as in effect at the date of the adoption of this ARTICLE ELEVENTH by the stockholders of the Corporation) in the aggregate five percent or more of the outstanding Voting Stock of the Corporation, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity. Without limiting the generality of the foregoing, any share of Voting Stock of the Corporation that any Interested Person has the right to acquire at any time (notwithstanding that Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934 deems such shares to be beneficially owned only if such right may be exercised within 60 days) pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed to be Beneficially Owned by the Interested Person and to be outstanding for purposes of this definition. An Interested Person shall be deemed to have acquired a share of the Voting Stock of the Corporation at the time when such Interested Person became the Beneficial Owner thereof.

(c) *Voting Stock.* The term "Voting Stock" shall mean all of the outstanding shares of Common Stock of the Corporation and any outstanding shares of Preferred Stock entitled to vote on each matter on which the holders of record of Common Stock shall be entitled to vote, and each reference to a proportion of shares of Voting Stock shall refer to such proportion of the votes entitled to be cast by such shares.

(d) *Substantial Part.* The term "Substantial Part" shall mean more than 20 percent of the fair market value, as determined by two-thirds of the Article 11 Continuing Directors, of the total consolidated assets of the Corporation and its subsidiaries taken as a whole as of the end of its most recent fiscal year ended prior to the time the determination is being made.

(e) *Article 11 Continuing Director.* For purposes of this ARTICLE ELEVENTH, the term "Article 11 Continuing Director" shall mean a Director who was a member of the Board of Directors of the Corporation immediately prior to the time that the Interested Person involved in a Business Combination became an Interested Person or a Director who was elected or appointed by a majority of the then-current Article 11 Continuing Directors to fill a vacancy after the date the Interested Person became an Interested Person.