

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CFM Corporation		05/09/2008	CORPORATION: ONTARIO
CFM U.S. Corporation	FORMERLY (Successor by merger to) The Great Outdoor Grill Company	05/09/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	GHP Group, Inc.
Street Address:	7500 St. Louis Avenue
City:	Skokie
State/Country:	ILLINOIS
Postal Code:	60076
Entity Type:	CORPORATION: ILLINOIS

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3064024	ELECTRIC
Registration Number:	1614762	DYNA-GLO
Registration Number:	2639289	DYNA-GLO
Registration Number:	1559704	GOLDEN GLOW
Registration Number:	2689549	RUGGED OUTDOOR COMPOSITE
Registration Number:	3326143	TIMBERLINE
Registration Number:	2533643	TIMBERLINE
Registration Number:	2557955	TIMBERLINE
Registration Number:	2915705	WORK HORSE
Registration Number:	2831518	WORKHORSE

CORRESPONDENCE DATA

OP \$265.00 3064024

Fax Number: (312)977-4405
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3129774400
Email: nedebaun@uhlaw.com
Correspondent Name: Nathan E. DeBaun
Address Line 1: 70 West Madison
Address Line 2: 3500 Three First National Plaza
Address Line 4: Chicago, ILLINOIS 60602

NAME OF SUBMITTER:	Nathan E. DeBaun
Signature:	/Nathan E. DeBaun/
Date:	05/13/2008

Total Attachments: 32

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PATENT AND TRADEMARK ASSIGNMENT

THIS PATENT AND TRADEMARK ASSIGNMENT (this "Assignment") is effective as of May 9, 2008, by CFM CORPORATION, an Ontario corporation ("CFMC"), CFM CANADA, an Ontario general partnership, 2089451 ONTARIO LIMITED, an Ontario corporation, CFM U.S. CORPORATION, a Delaware corporation, and CFM MAJESTIC U.S. HOLDINGS, INC., a Delaware corporation (each a "Assignor" and collectively with CFMC, "Assignors"), for the benefit of GHP GROUP, INC., an Illinois corporation ("Assignee").

WHEREAS, Assignors, in the aggregate, are the owners of all right, title and interest in and to the patent and industrial design rights listed on Exhibit A hereto (the "Patents") and the trademarks listed on Exhibit B (the "Trademarks"); and

WHEREAS, CFMC and Buyer are parties to that certain Offer to Acquire Certain Assets from CFMC and its affiliates dated as of April 16, 2008, as amended by that certain Amendment No. 1 dated April 30, 2008 (together, the "Original Agreement"), pursuant to which CFMC agreed to sell certain assets to Assignee;

WHEREAS, on May 5, 2008, the United States Bankruptcy Court for the District of Delaware, Case No. 08-10668, issued an order (the "U.S. Order") modifying the Original Agreement (together with the Order, the "Modified Agreement") and approving the sale of the particular assets set forth on Exhibit A attached hereto, including the Patents and Trademarks (the "Purchased Assets"), to Assignee;

WHEREAS, on May 7, 2008, the Ontario Superior Court of Justice, court file No. 08-CL-7470, issued an order, which order included an Acknowledgment and Agreement dated May 5, 2008 by and between CFMC and Assignee as to the terms of the Modified Agreement (the "Canadian Order" and together with the U.S. Order, the "Orders"), approving the sale of the Purchased Assets to Assignee, including the Patents and Trademarks; and

NOW, THEREFORE, in consideration of the foregoing recitals, the mutual covenants and obligations set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignment of Patents. In accordance with the Modified Agreement and the Orders, Assignors hereby assign to Assignee all right, title and interest in and to, domestic and foreign, the Patents, including, without limitation, the right of Assignee, its successors, assigns or other legal representatives to make applications therefor, including divisional, continuation, continuation-in-part, and reissue applications and any re-examinations of the Patents. Further, Assignors hereby assign, sell and set over to Assignee, its successors, assigns or other legal representatives, all rights of priority in and to the inventions and discoveries in all countries, together with all claims for past, present or future infringements of the Patents and any related claims Assignors may have against any third parties, whether known or unknown, and to apply any damages recovered to the Assignee's account.

2. Assignment of Trademarks. In accordance with the Modified Agreement and the Orders, Assignors hereby assign to Assignee all right, title and interest in and to, domestic and foreign, the Trademarks, including, without limitation, the right of Assignee, its successors, assigns or other legal representatives to make applications for any of the Trademarks in any country or region. Further, Assignors hereby assign, sell and set over to Assignee, its successors, assigns or other legal representatives, all rights of priority in and to the Trademarks, together with all claims for past, present or future infringements of the Trademarks, any rights of opposition relating to the Trademarks, and any related claims Assignor may have against any third parties, whether known or unknown, and to apply any damages recovered to the Assignee's account.

3. Recordation. Assignee authorizes and requests the United States Patent and Trademark Office to record Assignee as the assignee and exclusive owner of the Patents and the Trademarks. Assignors further authorize Assignee to file this Assignment with such governmental offices as Assignee deems necessary and appropriate to register and record the Patents and Trademarks in the name of Assignee. Assignors agree, at their own expenses, to execute such further documents as may be reasonably necessary to record this Assignment in any government office against any of the Patents and Trademarks.

4. Future Actions. Assignors covenant (i) at Assignee's reasonable request and expense, to cooperate with Assignee, or its designees or legal representatives, to bring and maintain any such claims or causes of action, whether in a court of competent jurisdiction or in an administrative agency, and (ii) to provide any documents, records and things necessary to maintain any and all claims or causes of action upon reasonable request of Assignee or its attorneys and permitted successors and assigns.

5. Maintenance. Assignors covenant and agree to execute and cause to be executed, at the request of Assignee, or its attorneys and permitted successors and assigns, all assignments, powers of attorney, and other papers as may be reasonably necessary to enable Assignee to obtain or maintain the Patents and Trademarks herein conveyed or intended to be conveyed.

6. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to conflict of law principles.

7. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed effective as of the date first above written.

ASSIGNORS:

CFM CORPORATION

By: *John Swell*
Its: CEO

CFM U.S. CORPORATION

By: *John Swell*
Its: CEO

CFM CANADA

By: *John Swell*
Its: CEO

2089451 ONTARIO LIMITED

By: *John Swell*
Its: CEO

CFM MAJESTIC U.S. HOLDINGS, INC.

By: *John Swell*
Its: CEO

ASSIGNEE:

GHP GROUP, INC.

By: _____
Its: _____

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed effective as of the date first above written.

ASSIGNORS:

CFM CORPORATION

By: _____
Its: _____

CFM U.S. CORPORATION

By: _____
Its: _____

CFM CANADA

By: _____
Its: _____

2089451 ONTARIO LIMITED

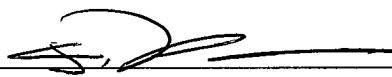
By: _____
Its: _____

CFM MAJESTIC U.S. HOLDINGS, INC.

By: _____
Its: _____

ASSIGNEE:

GHP GROUP, INC.

By:  _____
Its: PRESIDENT

STATE OF Ontario)
)
) SS:
COUNTY OF Canada)

Before me, a Notary Public in and for the County and State aforesaid, appeared to me John Walker, personally known to be the CFO of CFM CORPORATION above executing this document, and having authority to sign on behalf of the corporation and who is the same person whose name is subscribed to the foregoing instrument, and who acknowledged that the execution and delivery of the foregoing instrument as his free and voluntary act for the uses and purposes therein expressed.



[Signature]
Notary Public

STATE OF Ontario)
)
) SS:
COUNTY OF Canada)

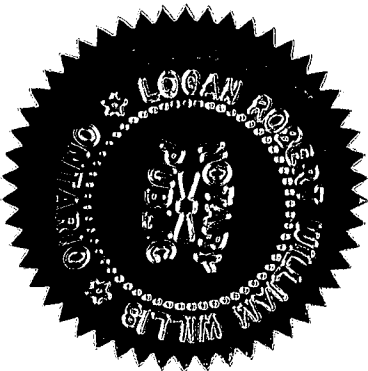
Before me, a Notary Public in and for the County and State aforesaid, appeared to me John Walker, personally known to be the CFO of CFM U.S. CORPORATION above executing this document, and having authority to sign on behalf of the corporation and who is the same person whose name is subscribed to the foregoing instrument, and who acknowledged that the execution and delivery of the foregoing instrument as his free and voluntary act for the uses and purposes therein expressed.

Millin
Notary Public



STATE OF Ontario)
)
) SS:
COUNTY OF Canada)

Before me, a Notary Public in and for the County and State aforesaid, appeared to me John Walker, personally known to be the CFO of CFM CANADA above executing this document, and having authority to sign on behalf of the corporation and who is the same person whose name is subscribed to the foregoing instrument, and who acknowledged that the execution and delivery of the foregoing instrument as his free and voluntary act for the uses and purposes therein expressed.



Kutlin
Notary Public

STATE OF Ontario)
)
) SS:
COUNTY OF Canada)

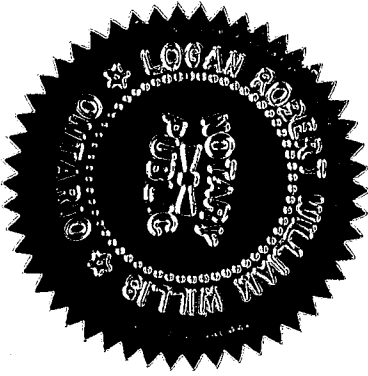
Before me, a Notary Public in and for the County and State aforesaid, appeared to me John Walker, personally known to be the CFO of 2089451 ONTARIO LIMITED above executing this document, and having authority to sign on behalf of the corporation and who is the same person whose name is subscribed to the foregoing instrument, and who acknowledged that the execution and delivery of the foregoing instrument as his free and voluntary act for the uses and purposes therein expressed.



William
Notary Public

STATE OF Ontario)
)
) SS:
COUNTY OF Canada)

Before me, a Notary Public in and for the County and State aforesaid, appeared to me John Walker, personally known to be the CFO of CFM MAJESTIC U.S. HOLDINGS, INC. above executing this document, and having authority to sign on behalf of the corporation and who is the same person whose name is subscribed to the foregoing instrument, and who acknowledged that the execution and delivery of the foregoing instrument as his free and voluntary act for the uses and purposes therein expressed.



[Signature]
Notary Public

STATE OF ILLINOIS)
)
) SS:
COUNTY OF COOK)

Before me, a Notary Public in and for the County and State aforesaid, appeared to me GUS HARAMARAS, personally known to be the PRESIDENT of GHP GROUP, INC. above executing this document, and having authority to sign on behalf of the corporation and who is the same person whose name is subscribed to the foregoing instrument, and who acknowledged that the execution and delivery of the foregoing instrument as his free and voluntary act for the uses and purposes therein expressed.

(SEAL)

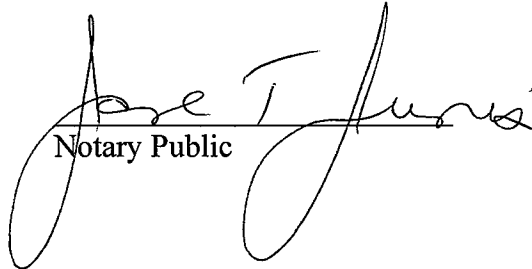

Notary Public



EXHIBIT A

Patents and Industrial Designs

Owner	Name	Registra tion No.	Status	Application No.	Publication No.	Jurisdiction
CFM Corporation	Apparatus And Method For Simulation Of Combustion Effects In A Fireplace	N/A	Pend.	2552708	N/A	Canada
CFM Corporation ****	Electric Fire Assembly	2406557	G	2406557	N/A	Canada
CFM Corporation	Electric Fireplace	2295459	G	2295459	N/A	Canada
CFM Corporation	Fireplace Assemblies with Antireflective Screens	N/A	Pend.	2532616	N/A	Canada
CFM US Corporation ***	Miniature Patio Heater	N/A	Pend.	2357447	N/A	Canada
CFM US Corporation ***	Miniature Patio Heater Base	96525	G	2001-0668	N/A	Canada
CFM US Corporation ***	Miniature Patio Heater Shroud	96524	G	2001-0667	N/A	Canada
CFM Corporation	Electric Fireplace	1020685	G	00300267.2	N/A	European Patent Convention
CFM Corporation	Electric Fireplace	1020685	G	00300267.2	N/A	France
CFM Corporation	Electric Fireplace	1020685	G	00300267.2	N/A	United Kingdom
CFM Corporation	Kerosene Forced Air Variable Temperature Heater (Tentative Title)	N/A	U	N/A	N/A	United States of America
CFM Corporation ****	Electric Fire Assembly	6968123	G	10/264867	2003- 0072565	United States of America
CFM U.S. Corporation ***	Miniature Patio Heater	6742814	G	10/093588	N/A	United States of America

TRADEMARK

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CFM U.S. Corporation ***	Miniature Patio Heater	6792937	G	10/371316	US-2003-013696-A 1	United States of America
CFM U.S. Corporation ***	Miniature Patio Heater	6619281	G	10/093594	2002-0088454	United States of America
CFM Corporation *	Apparatus And Method For Simulation Of Combustion Effects In A Fireplace	N/A	Pub.	11/489276	US-2007-0125367-A 1	United States of America
CFM Corporation	Apparatus And Method For Simulation Of Combustion Effects In A Fireplace	N/A	I	60/700755	N/A	United States of America
CFM Corporation	Fireplace Assemblies with Antireflective Screens	N/A	I	60/643272	N/A	United States of America
CFM Corporation	Fireplace Assemblies with Antireflective Screens	N/A	Pub.	11/329580	US-2006-01509966-A 1	United States of America
CFM U.S. Corporation ***	Miniature Patio Heater Shroud	D445889	G	29/129528	N/A	United States of America
CFM Corporation ***	Miniature Patio Heater Base	D447796	G	29/129526	N/A	United States of America
CFM Corporation	Electric Fireplace	N/A	I	60/125637	N/A	United States of America
CFM Corporation	Electric Fireplace	6393207	G	09/480420	N/A	United States of America
CFM Corporation	Electric Fireplace	6757487	G	10/140976	US-2002-168182-A 1	United States of America
CFM U.S. Corporation ***	Miniature Patio Heater	6446623	G	09/662976	N/A	United States of America
CFM U.S. Corporation ***	Miniature Patio Heater	D445889	G	29/129528	N/A	United States of America

Legend

* still in name of inventors

** in name of Vermont Castings Majestic Products Company, the prior name of CFM U.S. Corporation

*** in the name of CFM-RMC International, a prior assumed name of CFM U.S. Corporation

**** related cases are owned by CFM Europe Ltd. and CFM Kinder

Symbol	Status
G	Granted
I	Inactive
Pend.	Pending
Pub.	Published
U	Unfiled

EXHIBIT B**Trademarks**

Mark/ Image	Country	Owner	Status	Registration Date	Registration Number
Electric and Design	United States of America	CFM Corporation	Registered	2/28/06	3064024
Dyna-Glo	United States of America	CFM Corporation	Registered	9/25/90	1614762
Dyna-Glo	United States of America	CFM Corporation	Registered	10/22/02	2639289
Golden Glow	United States of America	CFM Corporation	Registered	10/10/89	1559704
Rugged Outdoor Composite	United States of America	CFM U.S. Corporation ¹	Registered	2/18/03	2689549
Timberline	United States of America	CFM Corporation	Registered	10/30/07	3326143
Timberline	United States of America	CFM Corporation	Registered	1/29/02	2533643
Timberline and Design	United States of America	CFM Corporation	Registered	4/9/02	2557955
Work Horse	United States of America	CFM Corporation	Registered	1/4/05	2915705
Work Horse	United States of America	CFM Corporation	Registered	4/13/04	2831518
Timberline	Canada	CFM Corporation	Allowed		App No. 1256278
Electric and Design	Canada	CFM Corporation	Registered	App # 1109677	Reg # TMA615649

¹ As successor by merger to The Great Outdoors Grill Company.

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 "CFM U.S. CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1995, AT 10:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CFM-MAJESTIC, INC." TO "THE MAJESTIC PRODUCTS COMPANY", FILED THE SECOND DAY OF OCTOBER, A.D. 1995, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "THE MAJESTIC PRODUCTS COMPANY" TO "THE VERMONT CASTINGS MAJESTIC PRODUCTS COMPANY", FILED THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF OCTOBER, A.D. 1999.

CERTIFICATE OF MERGER, FILED THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF



2542925 8100H

071054634

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6030344

DATE: 09-26-07

TRADEMARK
REEL: 003776 FRAME: 0860

Delaware

PAGE 2

The First State

THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2002, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SECOND DAY OF MAY, A.D. 2002, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF MAY, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTY-FIRST DAY OF MAY, A.D. 2002, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "THE VERMONT CASTINGS MAJESTIC PRODUCTS COMPANY" TO "CFM U.S. CORPORATION", FILED THE THIRTEENTH DAY OF FEBRUARY, A.D. 2004, AT 6:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CFM U.S. CORPORATION".

2542925 8100H

071054634



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6030344

DATE: 09-26-07

TRADEMARK
REEL: 003776 FRAME: 0861

CERTIFICATE OF INCORPORATION

OF

CFM-MAJESTIC, INC.

FIRST: The name of the corporation is CFM-Majestic, Inc.

SECOND: The address of the corporation's registered office in the State of Delaware is: 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the corporation's registered agent at such address 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 the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000), and each of such shares is without par value.

FIFTH: The name and mailing address of the incorporator is:

Gwen A. Fransen
Hopkins & Sutter
Three First National Plaza
Suite 3800
Chicago, Illinois 60602

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the directors are expressly authorized to adopt, amend and repeal the by-laws of the corporation.

SEVENTH: Elections of directors need not be by written ballot unless the by-laws of the corporation so provide.

J154212-1

EIGHTH: The corporation reserves the right to amend, alter or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

NINTH: Each person who is or was a director or officer of the corporation and each person who serves or served at the request of the corporation as a director, officer or partner of another enterprise shall be indemnified by the corporation in accordance with, and to the fullest extent authorized by, the General Corporation Law of the State of Delaware as the same now exists or may be hereafter amended. No amendment to or repeal of this Article NINTH shall apply to or have any effect on the rights of any individual referred to in this Article NINTH for or with respect to acts or omissions of such individual occurring prior to such amendment or repeal.

TENTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same now exists or may be hereafter amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article TENTH shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

Dated: September 15, 1995.


Gwen A. Fransen, Incorporator

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
CFM-MAJESTIC, INC.**

(Original Certificate of Incorporation
filed September 15, 1995)

CFM-Majestic, Inc. a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), does hereby certify:

I. That the Board of Directors of the Corporation, by unanimous written consent without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "Law"), adopted a resolution setting forth the amendment to the Certificate of Incorporation (the "Amendment") set forth below, declaring it advisable and submitting it to the sole stockholder of the Corporation for its consideration of such Amendment.

II. That by written consent executed in accordance with Section 228 of the Law, the sole stockholder of the Corporation voted in favor of the adoption of the Amendment set forth below.

RESOLVED: That the First Article of the Certificate of Incorporation of the Corporation be amended to read as follows:

"FIRST: The name of the corporation is: The Majestic Products Company."

III. That the Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused its President to execute this Certificate of Amendment on its behalf this 29th day of September, 1995.

CFM-MAJESTIC, INC.

By 
Colin Adamson, President

J154847-1

CERTIFICATE OF MERGER

OF

**VERMONT CASTINGS, INC.,
a Vermont corporation,**

**CFM HARRIS SYSTEMS, INC.,
a Delaware corporation, and**

**CFM-RMC ACQUISITION, INC.,
a Delaware corporation,**

INTO

**THE MAJESTIC PRODUCTS COMPANY,
a Delaware corporation**

The undersigned corporation does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations is:

<u>Name</u>	<u>State</u>
The Majestic Products Company	Delaware
Vermont Castings, Inc.	Vermont
CFM Harris Systems, Inc.	Delaware
CFM-RMC Acquisition, Inc.	Delaware

SECOND: That an agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations, all in accordance with Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation is The Majestic Products Company, a Delaware corporation, whose name will be changed to "The Vermont Castings Majestic Products Company" upon the effective date of the merger.

FOURTH: That the certificate of incorporation of The Majestic Products Company, which is the surviving corporation, shall be the certificate of incorporation of the surviving corporation, except that the name of the surviving corporation shall be changed to "The Vermont Castings Majestic Products Company" upon the effective date of the merger.

FIFTH: That this Certificate of Merger shall not become effective until 12:01 a.m. E.S.T., October 2, 1999.

SIXTH: That the authorized capital stock of Vermont Castings, Inc. is 1,500,000 shares of capital stock.

SEVENTH: That the executed agreement of merger is on file at an office of the surviving corporation, the address of which is c/o Hopkins & Sutter, Three First National Plaza, Chicago, Illinois 60602.

EIGHTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated: September 30, 1999

THE MAJESTIC PRODUCTS COMPANY

By: 

Colin M. Adamson, Chairman

**CERTIFICATE OF MERGER
OF
KEANALL HOLDINGS (USA) INC., a Delaware corporation,
KEANALL PRODUCTS, INC., a Tennessee corporation,
KACI, INC., a Tennessee corporation
NORTH AMERICAN BRIQUETTING, INC., an Illinois corporation
INTO
THE VERMONT CASTINGS MAJESTIC PRODUCTS COMPANY
a Delaware corporation**

It is hereby certified that:

1. The business corporations participating in the merger herein certified are:
 - a. Keanall Holdings (USA) Inc., a business corporation in the State of Delaware;
 - b. Keanall Products, Inc., a business corporation in the State of Tennessee;
 - c. KACI, Inc., a business corporation in the State of Tennessee;
 - d. North American Briquetting, Inc., a business corporation in the State of Illinois; and
 - e. The Vermont Castings Majestic Products Company, a business corporation in the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the above-listed corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, Section 11.05 of the Illinois Business Corporation Act of 1983, and with Section 48-21-104 of the Tennessee Business Corporation Act.

3. The name of the surviving corporation in the merger herein is The Vermont Castings Majestic Products Company which will continue its existence as the surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the above-listed corporations is on file at the principal place of business of the surviving corporation, the address of which is as follows:

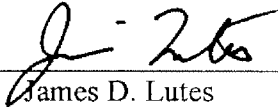
1000 E. Market Street
Huntington, Indiana 46750

6. A copy of the executed Agreement and Plan of Merger will be furnished by the surviving corporation, upon request, and without cost, to any stockholder of each of the above-listed companies.

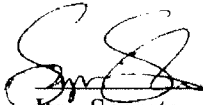
7. The Agreement and Plan of Merger between the above-listed corporations provides that the merger herein certified shall be effective at 10:00 a.m. on January 26, 2002.

Dated: January 24, 2002

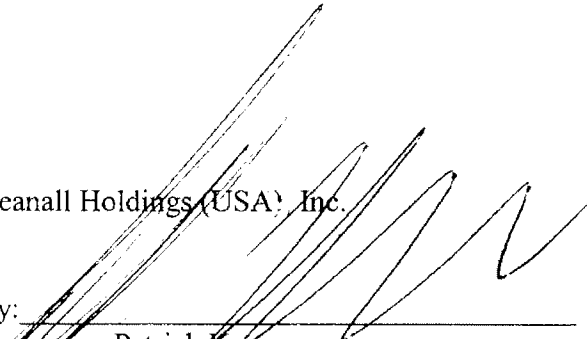
The Vermont Castings Majestic Products
Company

By: 
Name: James D. Lutes
Its: President

Attest: Sonya Stark


Its: Secretary
Dated: January 24, 2002

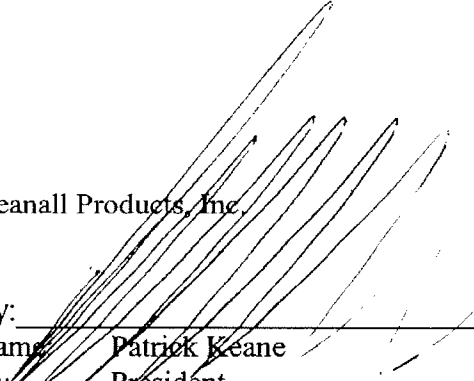
Keanall Holdings (USA) Inc.

By: 
Name: Patrick Keane
Its: President

Attest: Reber M. Bolt

Its: Secretary
Dated: January 24, 2002

Keanall Products, Inc.

By: 
Name: Patrick Keane
Its: President

Attest: Reber M. Bolt

Its: Secretary
Dated: January 24, 2002

Dated: January 24, 2002

The Vermont Castings Majestic Products
Company

By: _____
Name: James D. Lutes
Its: President

Attest: Sonya Stark

Its: Secretary
Dated: January 24, 2002

Keanall Holdings (USA) Inc.

By: _____
Name: Patrick Keane
Its: President

Attest: Reber M. Bolt

Its: Secretary
Dated: January 24, 2002

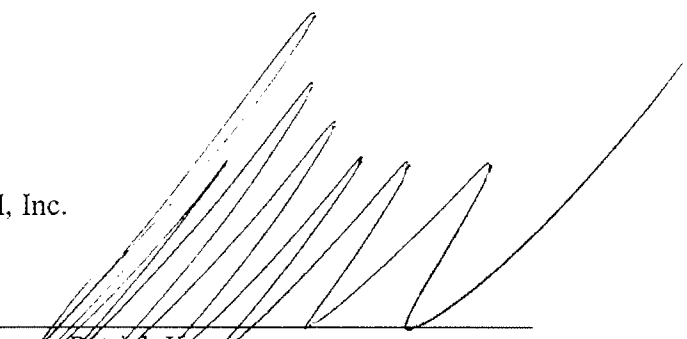
Keanall Products Inc.

By: _____
Name: Patrick Keane
Its: President


Attest: Reber M. Bolt

Its: Secretary
Dated: January 24, 2002

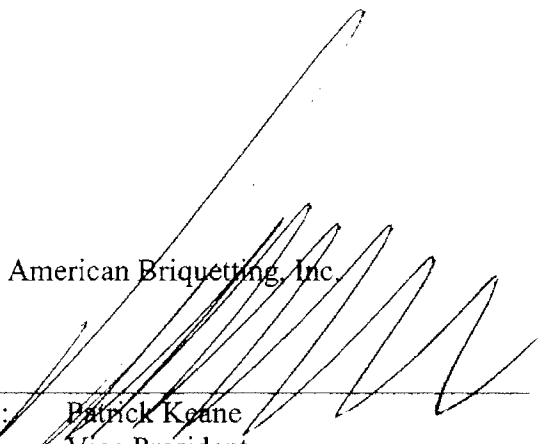
KACI, Inc.

By: 
Name: Patrick Keane
Its: Vice President


Attest: Peter Albion


Its: Assistant Secretary
Dated: January 24, 2002

North American Briquetting, Inc.

By: 
Name: Patrick Keane
Its: Vice President

Attest: Peter Albion


Its: Assistant Secretary
Dated: January 24, 2002

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
THE VERMONT CASTINGS MAJESTIC PRODUCTS COMPANY**

(Certificate of Incorporation
filed September 15, 1995)

The Vermont Castings Majestic Products Company (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, as amended (the "Law"), does hereby certify:

I. That the Board of Directors of the Corporation, by unanimous written consent without a meeting pursuant to Section 141(f) of the Law, adopted a resolution setting forth the Amendment to the Certificate of Incorporation (the "Amendment") set forth below, declaring it advisable and submitting it to the sole stockholder of the Corporation for its consideration.

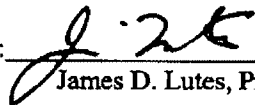
II. That by unanimous written consent executed in accordance with Section 228 of the Law, the stockholders of the Corporation have voted in favor of the adoption of the Amendment set forth below.

III. That the Amendment set forth below has been duly adopted in accordance with Section 242 of the Law.

NOW, THEREFORE, BE IT RESOLVED, that Article FOURTH of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000), no par value per share.

IN WITNESS WHEREOF, the Corporation has caused its President to execute this Certificate of Amendment to the Certificate of Incorporation on its behalf this 29 day of April, 2002.

By: 
James D. Lutes, President

041737-1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 05/22/2002
020329800 - 2542925

**CERTIFICATE OF MERGER
OF
GO MARKETING, LLC, a Missouri limited liability company
INTO
THE VERMONT CASTINGS MAJESTIC PRODUCTS COMPANY,
a Delaware corporation**

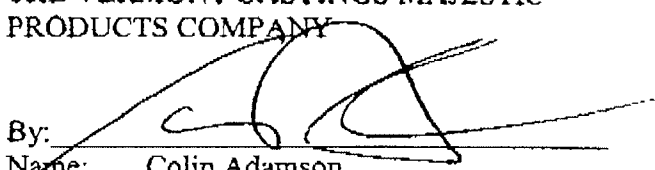
It is hereby certified that:

1. The constituent entities participating in the merger herein certified are:
 - a. GO Marketing, LLC, a limited liability company in the State of Missouri; and
 - b. The Vermont Castings Majestic Products Company, a business corporation in the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the above-listed entities in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware and Section 347.079 of the Missouri Limited Liability Company Act.
3. The name of the surviving entity in the merger herein is The Vermont Castings Majestic Products Company which will continue its existence as the surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement and Plan of Merger between the above-listed entities is on file at the principal place of business of the surviving corporation, the address of which is as follows:

1000 East Market Street
Huntington, Indiana 46750
6. A copy of the executed Agreement and Plan of Merger will be furnished by the surviving corporation, upon request, and without cost, to any stockholder or member of each of the above-listed entities.
7. The Agreement and Plan of Merger between the above-listed corporations provides that the merger herein certified shall be effective upon the filing of this certificate.

Dated: May 30, 2002

THE VERMONT CASTINGS MAJESTIC
PRODUCTS COMPANY

By: 
Name: Colin Adamson
Its: Chairman

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
THE GREAT OUTDOORS GRILL COMPANY
INTO
THE VERMONT CASTINGS MAJESTIC PRODUCTS COMPANY**

The Vermont Castings Majestic Products Company, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 15th day of September, 1995, pursuant to the provisions of the General Corporation Law of the State of Delaware, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all the capital stock of The Great Outdoors Grill Company, a corporation incorporated on the 20th day of May, 1997, pursuant to The General and Business Corporation Law of Missouri.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members and filed with the minutes of the Board on the 30th day of May, 2002, determined to merge into itself The Great Outdoors Grill Company.

RESOLVED: That The Vermont Castings Majestic Products Company, a Delaware corporation (the "Corporation"), be, and hereby is, authorized and directed to merge The Great Outdoors Grill Company, a Missouri corporation and a wholly-owned subsidiary of the Corporation ("Great Outdoors"), with and into the Corporation, whereupon Great Outdoors will cease its separate corporate existence;

FURTHER RESOLVED: That the following Plan of Merger is hereby adopted and approved in all respects:

The Great Outdoors Grill Company, a Missouri corporation ("Subsidiary"), shall be merged into The Vermont Castings Majestic Products Company, a Delaware corporation and the sole stockholder of Subsidiary ("Parent"). Parent shall be the survivor. Upon such merger, all of the property, rights, privileges, leases and patents of Subsidiary are to be transferred to and become the property of Parent, the survivor. 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. The officers and board of directors of Parent shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation. The certificate of incorporation of Parent is not amended. The merger shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, The Vermont Castings Majestic Products Company has caused this Certificate to be signed by its authorized officer, as of this 30th day of May, 2002

THE VERMONT CASTINGS MAJESTIC
PRODUCTS COMPANY

By: 

Colin Adamson, Chairman

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
THE VERMONT CASTINGS MAJESTIC PRODUCTS COMPANY**

(Certificate of Incorporation
filed September 15, 1995)

The Vermont Castings Majestic Products Company (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, as amended (the "Law"), does hereby certify:

I. That the Board of Directors of the Corporation, by unanimous written consent without a meeting pursuant to Section 141(f) of the Law, adopted a resolution setting forth the Amendment to the Certificate of Incorporation (the "Amendment") set forth below, declaring it advisable and submitting it to the sole stockholder of the Corporation for its consideration.

II. That by written consent executed in accordance with Section 228 of the Law, the sole stockholder of the Corporation has voted in favor of the adoption of the Amendment set forth below.

III. That the Amendment set forth below has been duly adopted in accordance with Section 242 of the Law.

IV. That the Amendment shall be effective on February 22, 2004.

NOW, THEREFORE, BE IT RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

FIRST: The name of the corporation is CFM U.S. Corporation.

IN WITNESS WHEREOF, the Corporation has caused its President to execute this Certificate of Amendment to the Certificate of Incorporation on its behalf this 12th day of February, 2004.

By 
Colin M. Adamson, President