

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM301698

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FLSmidth Salt Lake City, Inc.		12/31/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	FLSmidth USA Inc.
Street Address:	7158 S. FLSmidth Drive
City:	Midvale
State/Country:	UTAH
Postal Code:	84047
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2793681	GL&V
Registration Number:	2804044	GL&V

CORRESPONDENCE DATA

Fax Number: 8019313090
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 8019313151
Email: loretta.bogaard@glv.com
Correspondent Name: Loretta Bogaard
Address Line 1: 4246 Riverboat Road
Address Line 2: Suite 300
Address Line 4: Salt Lake City, UTAH 84120

ATTORNEY DOCKET NUMBER:	FLSMIDTH USA INC. GL&V TM
NAME OF SUBMITTER:	Loretta Bogaard
SIGNATURE:	/loretta.bogaard/
DATE SIGNED:	04/16/2014

Total Attachments: 4

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TRADEMARK

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ELSMIDTH USA INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2013, AT 4:01 O'CLOCK P.M.

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


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.

3581427 8100

131451642



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1004509

DATE: 12-23-13

TRADEMARK
REEL: 005261 FRAME: 0988

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FLSMIDTH USA INC.

THE UNDERSIGNED President of FLSmidth Salt Lake City, Inc. (the "*Corporation*"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "*Delaware General Corporation Law*"), does hereby certify that: (i) the present name of the Corporation is FLSmidth Salt Lake City, Inc.; (ii) the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 18, 2002 (the "*Original Certificate of Incorporation*") and the original name of the Corporation was Dorr-Oliver/Eimco USA Inc., which was corrected to Dorr-Oliver Eimco USA Inc. by a filing on October 24, 2002, and (iii) pursuant to Section 251(c)(4) of the Delaware General Corporation Law, and the Agreement of Merger by and among FLSmidth USA, Inc. and the Corporation dated December 6, 2013, which was duly approved by the Board of Directors and stockholders of the Corporation, the Corporation is the surviving corporation and the Original Certificate of Incorporation of the Corporation, as amended, is integrated, restated and further amended as of 11:59 p.m. Eastern Standard Time on December 31, 2013, the effective time of the merger, to change the name of the Corporation from "FLSmidth Salt Lake City, Inc." to "FLSmidth USA Inc." and to otherwise read as follows:

FIRST: The name of the Corporation is FLSmidth USA Inc.

SECOND: The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 and the registered agent of the Corporation 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 to do business under the Delaware General Corporation Law and in general to possess all the powers and privileges granted by the Delaware General Corporation Law or by this Certificate, together with any powers incidental thereto.

FOURTH: The Corporation shall have the authority to issue a total of Six Hundred Fifty-Five Thousand (655,000) shares of common stock, having a par value of one dollar (\$1.00) per share.

FIFTH: This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

SIXTH: The Corporation shall indemnify directors and officers of the Corporation to the fullest extent permitted by law.

SEVENTH: The directors of the Corporation shall incur no personal liability to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director; provided, however, that the directors of the Corporation shall continue to be subject to liability (i) for any breach of their 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 law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the directors derived an improper personal benefit. In addition, the personal liability of directors shall further be limited or eliminated to the fullest extent permitted by any future amendments to Delaware law.

SEVENTH: The business and affairs of the Corporation shall be managed by or under the direction of the board of directors, the number of members of which shall be set forth in the bylaws of the Corporation. The directors need not be elected by ballot unless required by the bylaws of the Corporation.

EIGHTH: Meetings of the stockholders will be held within or outside the State of Delaware. The books of the Corporation will be kept (subject to the provisions contained in the Delaware General Corporation Law) within or outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the Corporation.

NINTH: In the furtherance and not in limitation of the objects, purposes and powers prescribed herein and conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the bylaws.

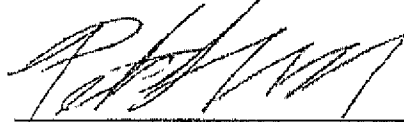
TENTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

ELEVENTH: This Amended and Restated Certificate of Incorporation shall become effective at 11:59 p.m. Eastern Standard Time on December 31, 2013.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed and executed in its corporate name by Peter J. Flanagan, its President, as of the 31st day of December, 2013.

FLSMIDTH SALT LAKE CITY, INC. (to
be known as FLSmidth USA Inc. effective
11:59 p.m. on December 31, 2013)



Peter J. Flanagan, President