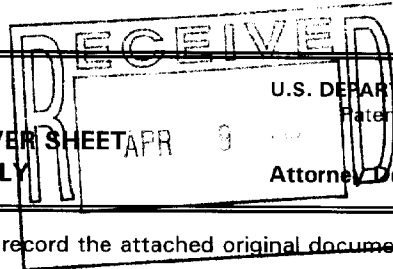


04-16-1999



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FORM COVER SHEET  
MARKS ONLY

Attorney Docket No.: 3006-AFF

To the U.S. Patent and Trademark Office, Office of Public Records: Please record the attached original documents or copy thereof.

667574

1. Name of conveying party(ies):

United Engineers, Inc.

2. Name and address of receiving party(ies):

United Enterprises, Inc.  
1717 Arch Street, 35th Fl.  
Philadelphia, PA 19103-2768

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Massachusetts
- Other:

3. Nature of conveyance:

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

Execution Date: December 19, 1996

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached:  Yes;  No

(Designations must be a separate document from Assignment)

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,770,668

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

ROBERTA JACOBS-MEADWAY, ESQ.  
PANITCH SCHWARZE JACOBS & NADEL, P.C.  
2005 Market Street - 22nd Floor  
Philadelphia, PA 19103-7086  
Telephone: (215) 567-2020  
Facsimile: (215) 567-2991  
E-Mail: psjn@psjn.com

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00  
0 x \$25.00 = \$ 00.00

Authorized to be charged to deposit account

8. Deposit account number: 16-0235

04/15/1999 DNGUYEN 00000346 160235 1770668

FC:401 40.00 CH

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Roberta Jacobs-Meadway, Esq.

Name of Person Signing

Signature

April 8, 1999

Date

Express Mail<sup>®</sup> mailing label number  
Date of Deposit 4-8-99

EL17401895605

Total number of pages including cover sheet, attachments and document: [6]

I hereby certify that this paper for fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" Service under 37 CFR 1.10 on the date indicated above and is addressed to U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

Name \_\_\_\_\_

Signed \_\_\_\_\_

CONTINUATION SHEET #4A

*(Merger of United Engineers, Inc. into United Enterprises, Inc.)*

~~RESOLVED, that the Agreement and Plan of Merger, a copy of which is attached hereto (the "Plan"), providing for the merger of United Engineers, Inc. ("United Engineers"), a wholly-owned subsidiary of the Company, with and into the Company effective on December 31, 1996 at 10:00 p.m., is hereby adopted and approved.~~

RESOLVED, that the President or any Vice President of the Company is hereby authorized to execute the Plan and the Massachusetts Articles of Merger on behalf and in the name of the Company, and the Secretary/Clerk and Assistant Secretary/Assistant Clerk of the Company are each hereby authorized to attest to the same, and that the officers of the Company are hereby authorized to cause the Articles of Merger to be filed with the Secretary of the Commonwealth of Massachusetts.

RESOLVED, that the officers of the Company are authorized and directed to take all such action as any of them deem necessary or advisable to effect the merger and to carry out the full purpose and intent of the foregoing resolutions.

ENCLOSURE 1883-1308045.COM 072

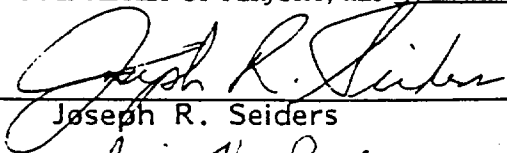
The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

December 31, 1996 at 10:00 P.M.

Section 5 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

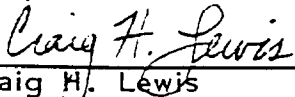
~~5. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.~~

SIGNED UNDER THE PENALTIES OF PERJURY, this 19th day of December, 19 96



Joseph R. Seiders

~~President~~ \*Vice President.



Craig H. Lewis

~~Clerk~~ \*Assistant Clerk.

\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250, having been paid, said articles are deemed to have been filed with me this 26th day of December, 19 96.

Effective date: 12-31-96

*William Francis Galvin*

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

*M.A. Rogers*

C T CORPORATION SYSTEM

C T Corporation System  
Suite 1120  
Seven Penn Center  
1635 Market Street  
Philadelphia, Pa. 19103

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09  
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OLIVER STREET  
BOSTON, MA

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Joseph R. Seiders, ~~XXXXXX~~ Vice President,  
and Craig H. Lewis, ~~XXXXXX~~ Assistant Clerk,  
of (S) United Enterprises, Inc. NC  
*(Exact name of corporation)*

organized under the laws of Massachusetts and herein called the parent corporation,  
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
(S) United Engineers, Inc. (formerly U. E., Inc.)	Massachusetts	September 22, 1989

(S) \*\* United Enterprises, Inc. 04-2316071 ✓  
United Engineers, Inc. 04-3069878 ✓

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. ~~That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.~~

\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

See Continuation Sheets Numbered 4A.

*Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.*

RECORDED: 04/09/1999

TRADEMARK  
REEL: 1883 FRAME: 0625