

05-16-2000



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KMD
4.28.00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/15/2000 J800AZZ 0000026 1564004

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 50.00 OP

05/15/2000 J800AZZ 041210000
Name/Number/1564004
\$30.00 CR

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignment, Washington, DC 20231

TRADEMARK
REEL: 002073 FRAME: 0894

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

| | | |
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Registration Number(s)

| | | |
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| <input type="text" value="1,564,084"/> | <input type="text" value="1,822,177"/> | <input type="text" value="1,826,043"/> |
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Daniel A. Rosenberg

Name of Person Signing

Daniel A. Rosenberg

Signature

4-25-00

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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2901

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE ATLAS COMPANIES INC.

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

NO JUN -3 PM 11:25

STATE OF IOWA

DEPT. OF REVENUE

Pursuant to sections 1006 and 1007 of the Iowa Business Corporation Act, the undersigned corporation adopts the following First Amended and Restated Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is The Atlas Companies Inc. (the "Corporation"). The name of the Corporation prior to the filing of these First Amended and Restated Articles of Incorporation was Atlas Products, Inc.

ARTICLE 2

SHARES

The total number of shares which the Corporation shall have authority to issue is forty thousand (40,000) shares with a par value of \$2.50 per share.

ARTICLE 3

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the Corporation's registered office in Iowa is 2124 Valley Drive, Des Moines, Polk County, Iowa 50321, and the name of its registered agent at that office is Richard H. Janss.

4

ARTICLE 4

DIRECTORS

The number of directors shall be the number specified in or fixed in accordance with the Bylaws. The Board of Directors shall have power to fix or change the number of directors, unless the shareholders in amending or repealing the Bylaws provide expressly that the Board of Directors shall not amend or repeal the bylaw establishing the number of directors.

ARTICLE 5

PURPOSE

The purpose which the Corporation is authorized to pursue is or includes the transactions of any or all lawful business for which a corporation may be incorporated under the Iowa Business Corporation Act.

ARTICLE 6

NONLIABILITY AND INDEMNIFICATION

A. A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (iii) for a transaction from which the director derived an improper personal benefit; or (iv) under section 833 of the Iowa Business Corporation Act (or any similar provision of any subsequent law enacted in Iowa). If the law of the Corporation's state of incorporation is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the Corporation or its shareholders, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent then permitted.

B. Each individual who is or was a director or officer of the Corporation (and the heirs, executors, personal representatives, or administrators of such individual) who was or is made a party to or is involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise ("Indemnitee") shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this article, the Indemnitee shall also be entitled to have paid directly by the Corporation the expenses reasonably incurred in defending any such proceeding against such

Indemnitee in advance of its final disposition and to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this article shall be a contract right.

C. The Corporation may, by action of the Board of Directors, provide indemnification to such of the officers, employees, and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by applicable law.

D. The rights and authority conferred in this article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Corporation, agreement, vote of shareholders or disinterested directors, or otherwise.

E. Any repeal or amendment of this article by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer existing at the time of such repeal or amendment.

ARTICLE 7

CERTIFICATE OF ADOPTION

A. The duly adopted First Amended and Restated Articles of Incorporation set forth above supersede the original Articles of Incorporation of the Corporation and any amendment or restatement thereof.

B. The Board of Directors adopted the above First Amended and Restated Articles of Incorporation, which required shareholder approval. These First Amended and Restated Articles of Incorporation were approved by the sole shareholder effective as of January 1, 2000.

C. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the First Amended and Restated Articles of Incorporation, and the number of votes of each voting group indisputably represented at the meeting are as follows:

| DESIGNATION OF GROUP | SHARES OUTSTANDING | VOTES ENTITLED TO BE CAST ON AMENDED AND RESTATED ARTICLES | VOTES REPRESENTED AT MEETING |
|----------------------|--------------------|--|------------------------------|
| Common | 26,497 | 26,497 | 26,497 |

The total number of votes cast for and against these First Amended and Restated Articles of Incorporation by each voting group entitled to vote is as follows:

| VOTING GROUP | VOTES FOR | VOTES AGAINST |
|--------------|-----------|---------------|
| Common | 26,497 | -0- |

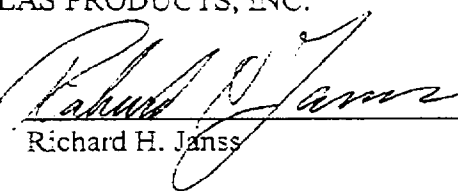
D. The number of votes cast for the First Amended and Restated Articles of Incorporation by each voting group was sufficient for approval by that voting group.

E. These First Amended and Restated Articles of Incorporation shall be effective at the time of filing on the date of filing, as evidenced by the endorsement of the Iowa Secretary of State.

Dated this 1st day of January, 2000.

ATLAS PRODUCTS, INC.

By:


Richard H. Janss

