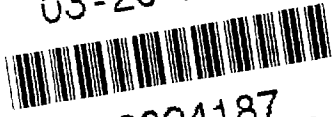


03-20-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
American Electronic Components, Inc.

3-6-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Durakool, Inc.
Internal Address: _____
Street Address: 1010 N. Main St.
City: Elkhart State: IN Zip: 46514

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Indiana
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 01/31/1997

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 1,200,944

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Kristene M. Ragan
 Internal Address: Dana Technology Inc.
P.O. Box 904
 Street Address: 3222 W. Central Avenue
 City: Toledo State: OH Zip: 43697

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
04-0060 MAR 6 2002

DO NOT USE THIS SPACE

9. Signature.
Kristene M. Ragan *Kristene M Ragan* February 22, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/19/2002 LMJELLER 00000303 040060 1200944 01 FC:481 40.00 CH

TRADEMARK REEL: 002464 FRAME: 0425

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 31st day of January, 1997, pursuant to Section 252 of the General Corporation Law of Delaware, between American Electronic Components, Inc., a Delaware corporation, and Durakool, Inc., an Indiana corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: American Electronic Components, Inc. hereby merges itself into Durakool, Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Durakool, Inc., which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation which shall be outstanding on the effective date of this merger shall remain outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger shall be canceled.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on February 10, 1997.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) Durakool, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of American Electronic Components, Inc. as well as the enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of the State of Delaware as its agent to accept service of process in any such suit or proceeding. The address to which a copy of such process shall be mailed by the Secretary of the State of Delaware is 100 Double Beach Road, Branford, CT 06405 until the surviving corporation shall have hereafter designated in writing to the Secretary of the State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of the State of Delaware duplicate copies of such process, one of which copies the Secretary of the State of Delaware shall forthwith send by registered mail to: 100 Double Beach Road, Branford, CT 06405.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing the merger with the Secretary of State. The Agreement may be amended by the Board of Directors of the constituent corporations at any time prior to the date of filing the Agreement with the Secretary of State, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors, have caused these presents to be executed by the Vice President & Secretary of each party hereto as the respective act, deed and agreement of each of said corporations, on this 31st day of January, 1997.

DURAKOOL, INC.


By: _____
Jon P. Leckerling
Vice President & Secretary

AMERICAN ELECTRONIC COMPONENTS, INC.


By: _____
Jon P. Leckerling
Vice President & Secretary



ARTICLES OF MERGER

State Form 39036 (R4 / 6-95)
State Board of Accounts Approved 1995

198503-475

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.
Upon completion of filing the Secretary of State will issue a receipt.

ARTICLES OF MERGER / SHARE EXCHANGE
OF

American Electronic Components, Inc. 1995/2/7/13
(hereinafter "the nonsurviving corporation(s)")

INTO

Durakool, Inc. 198503-475
(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

The name of the corporation surviving the merger is: Durakool, Inc.
and such name [] has [X] has not (designate which) been changed as a result of the merger.

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on 3/14/85

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of [] and [] qualified [] not qualified (designate which) to do business in Indiana.

If the surviving corporation is qualified to do business in Indiana, state the date of qualification: []
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Table with 2 columns: Name of Corporation, State of Domicile, Date of incorporation or qualification in Indiana (if applicable). Row 1: American Electronic Components, Inc., Delaware, 3/10/92.

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

(IND. - 1173 - 10/18/96)

JAN 29 '97 16:43

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders.

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

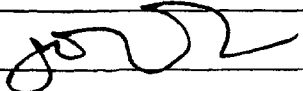
The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders.

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the Vice President & Secretary of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 31st day of January, 1997.

Signature 

Printed name
Jon P. Leckerling