

RE

07-29-2002



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

<p>1. Name of conveying party(ies): <b>Tube Turns Technologies, Inc.</b> <i>07/22/02</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State- <u>Kentucky</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Receiving party(ies): Name: <b>Sypris Technologies, Inc.</b> Street Address: <b>2820 West Broadway</b></p> <p>City: <b>Louisville</b> State: <b>KY</b> Zip: <b>40211</b></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <b>Delaware</b> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designated is attached:  <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment.) Additional name(s) &amp; address(es) attached?  <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>January 1, 2002</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark application No.(s) \ B. Trademark Registration No.(s) <b>582,702; 608,745; 624,911; 816,493; 820,594; 947,491; 1,633,688; 1,655,991; 1,782,020; 1,787,350</b></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <b>William H. Hollander</b> <b>Wyatt, Tarrant &amp; Combs, LLP</b> Street Address: <b>500 W. Jefferson Street,</b> <b>Suite 2600</b></p> <p>City: <b>Louisville,</b> State: <b>Kentucky</b> Zip: <b>40202</b></p> <p>07/26/2002 DBYRNE 00000178 582702 01 FC:481 40.00 DP 02 FC:482 225.00 DP</p>	<p>6. Total number of applications and registrations involved: <b>10</b></p> <p>7. Total fee (37 CFR § 3.41) <b>\$265.00</b> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account.)</p>
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DO NOT USE THIS SPACE

<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><b>William H. Hollander</b> Name of person signing</p> <p><i>William H. Hollander</i> Signature</p> <p>July 19, 2002 Date</p> <p>Total number of pages comprising cover sheet: <u>1</u></p>
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TRADEMARK

REEL: 002550 FRAME: 0933

**CERTIFICATE OF MERGER  
OF  
TUBE TURNS TECHNOLOGIES, INC.  
INTO  
SYPRIS TECHNOLOGIES, INC.  
(Under Section 252 of the Delaware  
General Corporation Law)**

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:33 PM 12/19/2001  
010656825 - 3390237

Sypris Technologies, Inc. hereby certifies that:

1. The name and jurisdiction of incorporation of each of the constituent corporations are:
  - a. Sypris Technologies, Inc., a Delaware corporation; and
  - b. Tube Turns Technologies, Inc., a Kentucky corporation.
2. An Agreement and Plan of Merger has been duly authorized, approved, adopted, certified, executed and acknowledged by Sypris Technologies, Inc. and by Tube Turns Technologies, Inc. in accordance with the applicable provisions of the Delaware General Corporation Law and the Kentucky Business Corporation Act.
3. The effective date of the merger is January 1, 2002.
4. The name of the surviving corporation is Sypris Technologies, Inc.
5. The Certificate of Incorporation of Sypris Technologies, Inc. in effect immediately prior to the effective date of the merger shall continue to be the Certificate of Incorporation of Sypris Technologies, Inc.
6. The executed Agreement and Plan of Merger is on file at the following office of Sypris Technologies, Inc.: 101 Bullitt Lane, Suite 450, Louisville, Kentucky 40222.

7. A copy of the Agreement and Plan of Merger will be furnished by Sypris Technologies, Inc. on request and without cost to any stockholder of Sypris Technologies, Inc. or any shareholder of Tube Turns Technologies, Inc.

8. Tube Turns Technologies, Inc. has authorized capital stock of one thousand (1,000) common shares.

9. With respect to Sypris Technologies, Inc., the designation and number of outstanding shares, the number of votes entitled to be cast by the sole voting group entitled to vote separately on the Agreement and Plan of Merger and the number of votes of the sole voting group cast for and against the Agreement and Plan of Merger are as follows:

<u>Designation and Number of Outstanding Shares</u>	<u>Number of Votes Entitled to be Cast by Sole Voting Group</u>	<u>Number of Votes Cast for the Agreement and Plan of Merger</u>
100 shares of common stock	100	100

No votes were cast against the Agreement and Plan of Merger.

With respect to Tube Turns Technologies, Inc., the designation and number of outstanding shares, the number of votes entitled to be cast by the sole voting group entitled to vote separately on the Agreement and Plan of Merger and the number of votes of the sole voting group cast for and against the Agreement and Plan of Merger are as follows:

<u>Designation and Number of Outstanding Shares</u>	<u>Number of Votes Entitled to be Cast by Sole Voting Group</u>	<u>Number of Votes Cast for the Agreement and Plan of Merger</u>
100 shares of common stock	100	100

No votes were cast against the Agreement and Plan of Merger.

[END OF TEXT]

IN WITNESS WHEREOF, Sypris Technologies, Inc. has caused this Certificate of Merger and Articles of Merger to be executed by John M. Kramer, its President and Chief Executive Officer as of the 2<sup>nd</sup> day of December, 2001.

SYPRIS TECHNOLOGIES, INC.

By:   
John M. Kramer,  
President and Chief Executive Officer

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