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PATENTS ONLY

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100823959

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

<p>1. Name of conveying party(ies): Northern Tube Corporation</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)</p> <p>Name: <u>Northern Tube, Inc.</u></p> <p>Internal Address: _____</p> <p>_____ 31 _____</p> <p>Street Address: <u>980 North Michigan</u></p> <p>_____</p> <p>City: <u>Chicago</u> State: <u>IL</u> ZIP: <u>60611</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>July 30, 1998</u></p>	

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

If this document is being filed together with a new application, the execution date of the application is: _____

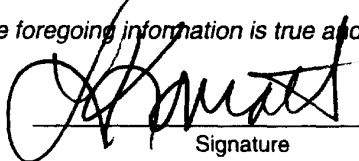
A. Patent Application No.(s)	B. Patent No.(s)
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Laura Konrath</u></p> <p>Internal Address: <u>Winston & Strawn</u> <u>33rd Floor</u></p> <p>_____</p> <p>Street Address: <u>35 W. Wacker</u></p> <p>_____</p> <p>City: <u>Chicago</u> State: <u>IL</u> ZIP: <u>60601</u></p>	<p>6. Total number of applications and patents involved: <input type="text" value="6"/></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>240.00 E</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>N/A</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

<p><u>Laura Konrath</u> Name of Person Signing</p>	 Signature	<p><u>8/17/98</u> Date</p>
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Total number of pages including cover sheet, attachments, and document:

SCHEDULE A

Continuation
Item 4

<u>Title</u>	<u>Country</u>	<u>App No.</u>	<u>App Date</u>	<u>Patent No.</u>	<u>Patent Date</u>
Double Walled Tubing and Process for Producing Same	U.S.A.	06/425,891	09/28/82	4,483,061	11/20/84
Double Walled Tubing	U.S.A.	06/627,870	07/03/84	4,558,721	12/17/85
Apparatus for Bending Rectangular Tubes	U.S.A.	06/884,974	07/14/86	4,744,233	05/17/88
Precision Bending Apparatus and Process	U.S.A.	07/053,084	05/22/87	4,732,025	03/22/88
Precision Bending Apparatus	U.S.A.	07/395,043	08/17/89	4,959,984	10/02/90
Method of Manufacturing a Non-Linear Composite Tube	U.S.A.	08/358,263	12/19/94	5,491,883	02/20/96

A-1 (U.S.)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NORTHERN TUBE CORPORATION", CHANGING ITS NAME FROM "NORTHERN TUBE CORPORATION" TO "NORTHERN TUBE, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 1998, AT 1 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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981297468

AUTHENTICATION: 9226868

DATE: 07-30-98

PATENT

REEL: 9414 FRAME: 0724

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Northern Tube Corporation, a Delaware corporation (the "Corporation"),

DOES HEREBY CERTIFY THAT:

FIRST: By Unanimous Written Consent, the Corporation's Board of Directors duly adopted resolutions approving a proposed amendment (the "Amendment") to the Corporation's Certificate of Incorporation. The resolutions approving the Amendment are as follows:

RESOLVED, that the Corporation's Certificate of Incorporation be amended by changing its Article One thereof so that, as amended, its Article One shall be and read as follows:

ARTICLE ONE

"The name of the Corporation is Northern Tube, Inc. (hereinafter, the "Corporation").";

and be it further

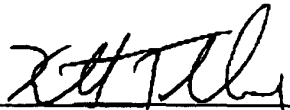
RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered such other instruments and documents, in the name and on behalf of the Corporation, and to pay all fees and expenses as they shall deem necessary, proper or advisable in order to carry out fully the purpose and intent of the foregoing resolution.

SECOND: By Written Consent, the Corporation's sole stockholder approved the Amendment.

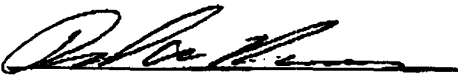
THIRD: The Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be signed as of the 30th day of July, 1998.

NORTHERN TUBE CORPORATION

By: 
Name: Kenneth M. Tallering
Title: Vice President and Secretary

ATTEST:

By: 
Name: David W. Riesmeyer
Title: Vice President, Treasurer and Assistant Secretary

SCHEDULE A

<u>Title</u>	<u>Country</u>	<u>App No.</u>	<u>App Date</u>	<u>Patent No.</u>	<u>Patent Date</u>
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