

12-16-1998



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Conveyance Type

Assignment **Security Agreement**
 License **Change of Name**
 Merger **Other**
U.S. Government
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 Departmental File **Secret File**

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Mark if additional names of conveying parties attached Execution Date
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Application Number(s) or Patent Number(s) **Mark if additional numbers attached**

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

Patent Application Number(s)			Patent Number(s)		
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If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor. **Month** **Day** **Year**

Patent Cooperation Treaty (PCT)

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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**

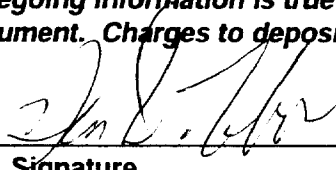
Deposit Account
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Deposit Account Number: #

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.

Name of Person Signing **Signature** **Date**

State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"RAYTHEON APPLIANCES, INC.", A DELAWARE CORPORATION,
SITE AND INTO "AMANA COMPANY, L.P." UNDER THE NAME OF "AMANA COMPANY, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF SEPTEMBER, A.D. 1997, AT 1:45 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8684193

DATE: 10-02-97

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:45 PM 08/18/1997
971301864 - 2771431

**CERTIFICATE OF MERGER OF
RAYTHEON APPLIANCES, INC.
WITH AND INTO
AMANA COMPANY, L.P.**

In accordance with Section 17-211(c) of the Delaware Revised Uniform Limited Partnership Act ("DRULPA"), and Sections 263 and 103 of the Delaware General Corporation Law ("DGCL"), the undersigned hereby adopts the following Certificate of Merger:

1. Raytheon Appliances, Inc., a Delaware corporation ("RAI"), is merging with and into Amana Company, L.P., formerly known as RAI Merger Limited Partnership, a Delaware limited partnership ("Partnership") (RAI and Partnership are collectively referred to herein as the "Merging Entities").

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Merging Entities in accordance with Section 17-211(b) of the DRULPA, in the case of Partnership, and Section 263 of the DGCL, in the case of RAI.

3. The name of the surviving entity is Amana Company, L.P., a Delaware limited partnership (the "Surviving Entity").

4. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity, whose address is:

Amana Company, L.P.
c/o Goodman Manufacturing Company, L.P.
1501 Seaman
Houston, Texas 77008

5. An executed copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any partner or stockholder of either of the Merging Entities.

EXECUTED as of September 10, 1997.

AMANA COMPANY, L.P.

By: Goodman Holding Company,
its General Partner

By: [Signature]
Name: Thomas O. Burkett
Title: Vice Chairman and President

VERIFIED