

RECORDATION FORM COVER SHEET

PATENT

04-08-1999

Our Ref.: 2329-6



101005267

Commissioner of Patents and Trademarks
Box Assignment, Washington, D.C. 20231

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

<p>1. Name of conveying party(ies): Marine Air Systems, Inc. Marine Development Corporation</p>		<p>2. Name and address of receiving party(ies): Name: Taylor Made Environmental Systems, Inc. Internal Address: _____ Street Address: 66 Kingsboro Avenue, P.O. Box 1190 _____ _____ City: Gloversville State/Country: New York Zip: 12078 Additional name/s & address/es attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Assignment <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: March 9, 1999</p>			
<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). (1) 08/802,633 (2) _____ (3) _____ B. (1) 5,848,536 (2) _____ (3) _____ Additional numbers attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Robert A. Vanderhye Internal Address: _____ Street Address: Nixon & Vanderhye P.C. 1100 North Glebe Road 8th Floor City: Arlington State: VA Zip: 22201</p>		<p>6. Total number of applications & patents involved: 2 7. Total fee (37 CFR 3.41) \$ 80.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account #14-1140 8. The Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.</p>	
<p>04/07/1999 DNGUYEN 00000294 5848536 01 FC:581 80.00 DP</p> <p style="text-align: center;">DO NOT USE THIS SPACE</p>			
<p>9. Statements 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. Robert A. Vanderhye Name of Person Signing Reg. No. 27,076 Signature March 31, 1999 Date Total number of pages including original cover sheet, attachments, and document: [3]</p>			

CERTIFICATE OF MERGER OF
MARINE AIR SYSTEMS, INC.
AND
MARINE DEVELOPMENT CORPORATION

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law, the undersigned corporation has executed the following Certificate of Merger:

FIRST: The names of the constituent corporations are Marine Air Systems, Inc., a Delaware corporation, and Marine Development Corporation, a Virginia corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, to wit, by Marine Development Corporation in accordance with the laws of the State of its incorporation and by Marine Air Systems, Inc. in the same manner as is provided in Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation shall be Marine Air Systems, Inc., which shall be changed to Taylor Made Environmental Systems, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation is hereby amended to change the name of the surviving corporation from Marine Air Systems, Inc. to Taylor Made Environmental Systems, Inc. In all other respects, the Certificate of Incorporation shall remain unchanged.

FIFTH: The executed Agreement of Merger is on file at an office of the surviving corporation with an address of 66 Kingsboro Avenue, P.O. Box 1190, Gloversville, New York 12078.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost, to any stockholder of the constituent corporations.

SEVENTH: The surviving corporation is to be a corporation of the State of Delaware. The authorized stock of the constituent corporation which is not a corporation of the State of Delaware is 100,000 shares with a par value of \$.001 per share.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 9th day of March, 1999.

MARINE AIR SYSTEMS, INC.

By: John E. Taylor
John E. Taylor
Secretary & Treasurer

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 MERGER, WHICH MERGES:

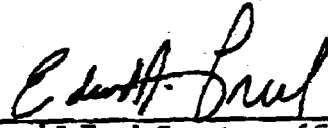
"MARINE DEVELOPMENT CORPORATION", A VIRGINIA CORPORATION, WITH AND INTO "MARINE AIR SYSTEMS, INC." UNDER THE NAME OF "TAYLOR MADE ENVIRONMENTAL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MARCH, A.D. 1999, AT 10 O'CLOCK A.M.

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



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9619242

03-10-99