

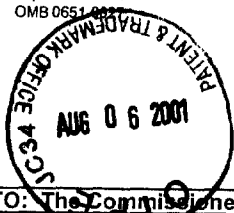
08-14-2001

FORM PTO-1619A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
PATENT

101810156



**RECORDATION FORM COVER SHEET
PATENTS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New *08/06/01*

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment Security Agreement

License Change of Name

Merger Other

U.S. Government
(For Use ONLY by U.S. Government Agencies)

Departmental File Secret File

Conveying Party(ies)

Mark if additional names of conveying parties attached

Name (line 1) Execution Date Month Day Year

Name (line 2)

Second Party

Name (line 1)

Name (line 2)

Execution Date Month Day Year

Receiving Party

Mark if additional names of receiving parties attached

Name (line 1) If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

Name (line 2)

Address (line 1)

Address (line 2)

Address (line 3) City State/Country Zip Code

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

FOR OFFICE USE ONLY

08/13/2001 TBI/AZI 00000125 09739541

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

PATENT
REEL: 012043 FRAME: 0571

Correspondent Name and Address Area Code and Telephone Number:

Name:

Address (line 1):

Address (line 2):

Address (line 3):

Address (line 4):

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

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)		
<input type="text" value="09/759,541"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="6,237,793"/>	<input type="text" value="B 1"/>	<input type="text"/>
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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)

Enter PCT application number PCT PCT

only if a U.S. Application Number has not been assigned. PCT PCT PCT

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

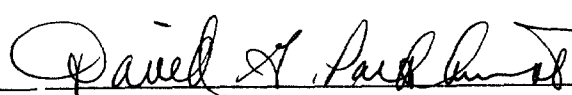
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

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.

David G. Parkhurst  August 3, 2001

Name of Person Signing Signature Date

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 12 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 3 2001



Secretary of State

JAN 3 1 2001

Office of the Secretary of State

BILL JONES, 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 AGREEMENT OF MERGER OF "AIR CARGO EQUIPMENT CORPORATION", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0749396

0699402 8100

001532808

DATE: 10-23-00

PATENT
REEL: 012043 FRAME: 0574

AGREEMENT OF MERGER

OF

CENTURY AERO PRODUCTS INTERNATIONAL, INC.
(a California corporation)

AND

AIR CARGO EQUIPMENT CORPORATION
(a Delaware corporation)

AGREEMENT OF MERGER entered into on September 25, 2000 by CENTURY AERO PRODUCTS INTERNATIONAL, INC., a business corporation of the State of California, and approved by resolution adopted by its Board of Directors on said date, and entered into on September 25, 2000 by AIR CARGO EQUIPMENT CORPORATION, a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Century Aero Products International, Inc. is a business corporation of the State of California with its registered office therein located at 2730 Gateway Oaks Drive, City of Sacramento, County of Sacramento; and

WHEREAS the total number of shares of stock which Century Aero Products International, Inc. has authority to issue is one thousand (1,000), all of which are of one class and without par value; and

WHEREAS Air Cargo Equipment Corporation is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Air Cargo Equipment Corporation has authority to issue is one thousand (1,000), all of which are of one class and of a par value of \$.01 each; and

WHEREAS, the General Corporation Law of the State of California permits a merger of a business corporation of the State of California with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Century Aero Products International, Inc. and Air Cargo Equipment Corporation and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Century Aero Products International, Inc. with and into Air Cargo Equipment Corporation pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Century Aero Products International, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Air Cargo Equipment Corporation and approved by a resolution adopted by its Board of Directors, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Century Aero Products International, Inc. and Air Cargo Equipment Corporation shall, pursuant to the provisions of the General Corporation Law of the State of California and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Air Cargo Equipment Corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Century Aero Products International, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of California.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

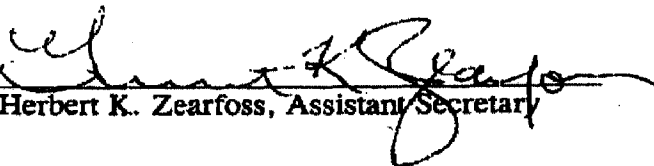
6. In the event that this Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the General Corporation Law of the State of California and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of California and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of California and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

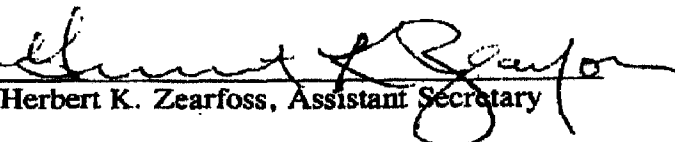
IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: September 25, 2000

AIR CARGO EQUIPMENT CORPORATION

By: 
Herbert K. Zearfoss, Assistant Secretary

CENTURY AERO PRODUCTS INTERNATIONAL, INC.

By: 
Herbert K. Zearfoss, Assistant Secretary

**CERTIFICATE OF ASSISTANT SECRETARY OF
AIR CARGO EQUIPMENT CORPORATION**

The undersigned, being the Assistant Secretary of Air Cargo Equipment Corporation, does hereby certify that

written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: September 25, 2000


Herbert K. Zearfoss, Assistant Secretary of
AIR CARGO EQUIPMENT CORPORATION

DE: BC 10-[PLAN AND] AGREEMENT OF MERGER L/F F>D 07/98-4 (#542)

obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or parties, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision, or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent business and purposes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 1,000,000 shares of the par value of \$1.00 each amounting in the aggregate to \$1,000,000 all of which shall be Common Stock.

The Board of Directors of the corporation shall have full authority to the extent permitted by law to increase, decrease, or otherwise adjust the capital stock of the corporation to designate the classes or series thereof and to determine whether all or any part of such stock shall have voting powers, full or limited, or no voting powers and to determine such designations, preferences, relative, participating, or optional, or other special rights and qualifications, limitations, or restrictions as the Board shall from time to time determine in duly adopted resolutions.

At any time and from time to time when authorized by resolution of the Board of Directors and without any action by its

stockholders, the Corporation may issue or sell any shares of its capital stock of any class or series, whether out of the unissued shares thereof authorized by the Certificate of Incorporation of the Corporation as originally filed or by any amendment thereof or out of shares of its capital stock acquired by it after the issue thereof, and whether or not the shares thereof so issued or sold shall confer upon the holders thereof the right to exchange or convert such shares for or into other shares of capital stock of the Corporation of any class or classes or any series thereof. When similarly authorized, but without any action by its stockholders, the Corporation may issue or grant rights, warrants or options, in bearer or registered or such other form as the Board of Directors may determine, for the purchase of shares of the capital stock of any class or series of the Corporation within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share, as the Board of Directors may determine. Such rights, warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes, obligations or other evidences of indebtedness or shares of the capital stock of any class or series of the Corporation and for such consideration and on such terms and conditions as the Board of Directors in its sole discretion may determine. In each case the consideration to be received by the Corporation for any such shares so issued or sold shall be such as shall be fixed from time to time by resolution of the Board of Directors.

FIFTH. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
G. Douglas Fox	2010 Fourth National Bank Building, Tulsa, Oklahoma
John B. Johnson, Jr.	2010 Fourth National Bank Building, Tulsa, Oklahoma
James M. Sturdivant	2010 Fourth National Bank Building, Tulsa, Oklahoma

SIXTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the Bylaws of the Corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose.

and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the Bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the Bylaws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of

the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation. Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

NINTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH. The Board of Directors is expressly authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative, or investigative by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement to the extent and in the manner permitted by the laws of the State of Delaware.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is

PATENT BOND
INCORPORATION

our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 17 day of January, 1969

G. Douglas Fox
G. Douglas Fox

John B. Johnson, Jr.
John B. Johnson, Jr.

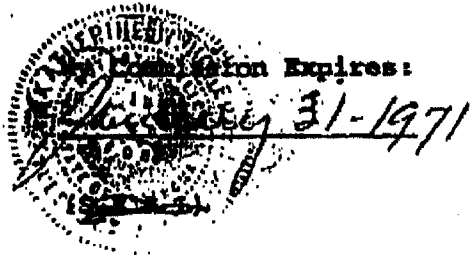
James M. Sturdivant
James M. Sturdivant

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA

BE IT REMEMBERED that on this 13th day of January, A.D. 1969, personally came before me, a Notary Public for the State of Oklahoma, G. Douglas Fox, John B. Johnson, Jr., and James M. Sturdivant, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers, respectively, and that the facts therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

Katherine W. Sweeten
Notary Public



CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

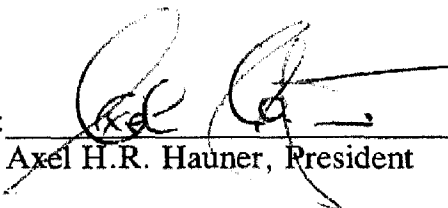
Axel H.R. Hauner and Steven K. Chance

state and certify that:

1. They are the President and Secretary, respectively of CENTURY AERO PRODUCTS INTERNATIONAL, INC., a California corporation.
2. The agreement of merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 100.
4. The shareholder percentage vote required for the aforesaid approval was 100% percent.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Plymouth Meeting in the Commonwealth of Pennsylvania, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on September 25, 2000.

By: 
Axel H.R. Hauner, President

By: 
Steven K. Chance, Secretary



CA BC D-:CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER L/F D>F 11/96-1 (#565)

RECORDED: 08/06/2001

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