

Form PTO-1595 Modified
Attorney Docket No.: 320310-00005

RECORDATION FORM COVER SHEET PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies).

- 1) Stolle Machinery, Inc.
- 2) APE Acquisition, LLC

2. Name and address of receiving party(ies)

Name: Stolle Machinery Company, LLC

Internal Address: _____

Additional name(s) of conveying party(ies) attached? Yes No

3 Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Street Address: 6149 South Potomac Street

City: Centennial State: CO Zip: 80112

Execution Date: 1) and 2) January 9, 2004

Additional name(s) & address(es) attached? Yes No

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) 6,914,937

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Allen S. Rose

Internal Address: Kattent Muchin Zavis Rosenman

Street Address: 1025 Thomas Jefferson St., N.W
East Lobby, Suite 700

City: Washington State: DC Zip: 20007

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1710

DO NOT USE THIS SPACE

9. Signature.

Submitted Via Facsimile to (703) 306-5895 Return Receipt to Fax Number (202) 298-7570

Richard P. Bauer Reg. No. 31,588
Name of Person Signing


Signature

2/10/04
Date

Total number of pages including cover sheet, attachments, and documents: 8

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

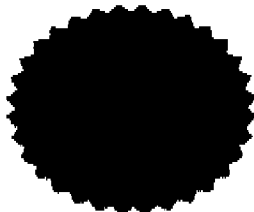
CH \$40.00 601710 4914937

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "APE ACQUISITION, LLC", CHANGING ITS NAME FROM "APE ACQUISITION, LLC" TO "STOLLE MACHINERY COMPANY, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2004, AT 2:28 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3735328 8100

040016093

AUTHENTICATION: 2861659

DATE: 01-09-04

PATENT
REEL: 014337 FRAME: 0731

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:27 PM 01/09/2004
FILED 02:28 PM 01/09/2004
SRV 040016093 - 3735328 FILE

Certificate of Amendment to Certificate of Formation
of
APE ACQUISITION, LLC,
a Delaware limited liability company

It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "limited liability company") is APE ACQUISITION, LLC.

2. The certificate of formation of the limited liability company is hereby amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article:

"FIRST. The name of the limited liability company formed hereby is STOLLE MACHINERY COMPANY, LLC."

3. The effective time of the amendment herein certified shall be immediately upon filing of this Certificate of Amendment.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation as of January 9, 2004.

APE ACQUISITION, L.L.C, a Delaware limited liability company

By: AIP/SMC HOLDINGS, INC., a Delaware corporation, its managing member



Name: Dino Cusumano
Title: Vice President

Delaware

PAGE 1

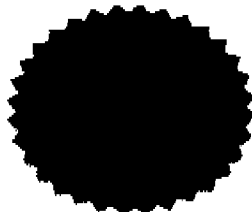
The First State

I, HARRIET SMITH WINDSOR, 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:

"STOLLE MACHINERY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "APE ACQUISITION, LLC" UNDER THE NAME OF "APE ACQUISITION, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JANUARY, A.D. 2004, AT 2:27 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3735328 8100M

040016090

AUTHENTICATION: 2861646

DATE: 01-09-04

PATENT
REEL: 014337 FRAME: 0734

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:27 PM 01/09/2004
FILED 02:27 PM 01/09/2004
SRV 040016090 - 3735328 FILE

CERTIFICATE OF MERGER

OF

**STOLLE MACHINERY, INC.,
a Delaware corporation**

WITH AND INTO

**APE ACQUISITION, LLC,
a Delaware limited liability company**

**(Pursuant to Section 264 of the General Corporation Law of the State of Delaware and
Section 18-209 of the Delaware Limited Liability Company Act)**

APE Acquisition, LLC, which desires to merge with Stolle Machinery, Inc., pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "Merger"), hereby certifies as follows:

FIRST: The name and state of domicile, formation or organization of Stolle Machinery, Inc. and APE Acquisition, LLC (the "Constituent Entities") are as follows:

<u>Name of Entity</u>	<u>State of Domicile, Formation or Organization</u>
Stolle Machinery, Inc.	Delaware
APE Acquisition, LLC	Delaware

SECOND: An agreement and plan of merger by and among the Constituent Entities (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Section 18-209(b) of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving entity in the Merger shall be APE Acquisition, LLC (the "Surviving Entity").

FOURTH: The Certificate of Formation of APE Acquisition, LLC, as in effect immediately prior to the filing of this Certificate of Merger, shall be the Certificate of Formation of the Surviving Entity.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity, the address of which is as follows:

**APE Acquisition, LLC
(c/o American Industrial Partners)
551 Fifth Avenue
Suite 3800
New York, NY 10176**

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member of APE Acquisition, LLC or any stockholder of Stolle Machinery, Inc.

SEVENTH: That this Certificate of Merger shall be effective upon the date of filing with the Secretary of State of Delaware.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, APE Acquisition, LLC has caused this Certificate of Merger to be executed by its duly authorized representative as of this ^{9th} ~~11th~~ day of January, 2004.

APE ACQUISITION, LLC, a Delaware limited liability company

By: AIP/SMC HOLDINGS, INC., a Delaware corporation, its managing member


Name: Dino Custumano
Title: Vice President