


Form PTO-1595 (Rev. 03/01)		RECORDATION FORM COVER SHEET PATENTS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
OMB No. 0651-0027 (exp. 5/31/2002)					
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): Wright Line Texas Inc.			2. Name and address of receiving party(ies) Name: <u>APW Ltd.</u> Internal Address: _____ _____ Street Address: <u>Wilkey Business Park</u> <u>Wilkey Road, Parker House</u> City: <u>St. Michael</u> State: <u>Barbados</u> Zip: _____ Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Conversion</u>					
Execution Date: <u>May 30, 2000</u>					
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) See Attached Schedule of U.S. Patents Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>John D. Franzini</u> Internal Address: <u>Quarles & Brady LLP</u> _____ Street Address: <u>411 East Wisconsin Avenue</u> _____ City: <u>Milwaukee</u> State: <u>WI</u> Zip: <u>53202</u>			6. Total number of applications and patents involved: <u>9</u> 7. Total fee (37 CFR 3.41).....\$ <u>360.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>17-0055</u> _____		
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <u>John D. Franzini</u>  <u>3/12/04</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and documents: <u>12</u>					

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Return Fax No.: 414-978-8747

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

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PATENT
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SCHEDULE OF U.S. PATENTS

<u>Title</u>	<u>Patent No.</u>	<u>Filed</u>	<u>Issued</u>
Stationary Storing and Dispensing System	4,684,027	09/25/1986	08/04/1987
Coding System	4,856,820	01/21/1987	08/15/1989
Coding System	4,844,509	10/25/1988	07/04/1989
Storing and Dispensing System	4,878,583	12/02/1987	11/07/1989
Storing and Dispensing System	4,913,296	03/30/1988	04/03/1990
File Device Hanger Bar	5,224,608	03/23/1992	07/06/1993
Distribution Duct for Work Space Environment System	5,881,500	01/16/1997	03/16/1999
Shelf Support and Electrical Cable Management Structure	Des. 363,701	05/08/1995	10/31/1995
Modular System for Obtaining Equipped Walls and Workbenches	Re. 36,226		06/08/1999



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

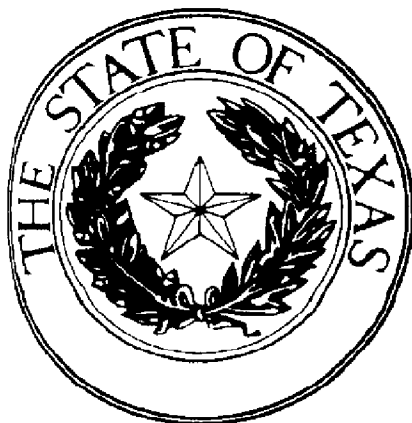
WRIGHT LINE TEXAS INC.

A Texas corporation
converting to
APW LTD.
An other entity

have been received in this office and found to conform to law. **ACCORDINGLY**, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: May 30, 2000

Effective: June 1, 2000



Elton Bomer
Secretary of State

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CT CORP

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FILED
In the Office of the
Secretary of State of Texas

MAY 30 2000

**ARTICLES OF CONVERSION
OF
WRIGHT LINE TEXAS INC.**

Corporations Section

Pursuant to the provisions of Article 5.18 of the Texas Business Corporation Act (the "TBCA") and the appropriate provisions of The Companies Act, 1981 of Bermuda (the "Companies Act"), the undersigned converting entity certifies the following articles of conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the TBCA and the Companies Act.

1. The name of the converting entity is Wright Line Texas Inc., a Texas corporation (the "Converting Entity").

2. A plan of conversion was approved and adopted in accordance with the provisions of Article 5.03 of the TBCA providing for the conversion of the Converting Entity to APW Ltd., a Bermuda exempted company (the "Converted Entity").

3. An executed Agreement and Plan of Merger and Conversion dated as of May 31, 2000 ("Plan of Conversion") is on file at the principal place of business of the Converting Entity at 160 Gold Star Boulevard, Worcester, MA 01606 and, from and after the conversion, an executed Plan of Conversion will be on file at the principal place of business of the Converted Entity at N22 W23685 Ridgeview Parkway West, Waukesha, WI 53188-1013.

4. A copy of the Plan of Conversion will be furnished by the Converting Entity (prior to the conversion) or by the Converted Entity (after the conversion) on written request and without cost to any shareholder of the Converting Entity or the Converted Entity.

5. The number of outstanding shares of each class or series of stock of the Converting Entity entitled to vote are as follows:

<u>Number of Shares Outstanding</u>	<u>Class</u>
380,000	Common Stock

6. The number of shares, not entitled to vote only as a class, voted for and against the Plan of Conversion, respectively, are as follows:

<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>
380,000	0	Common Stock

7. The Converted Entity will be responsible for and pay when due all fees and franchise taxes of the Converting Entity.

8. The conversion will become effective upon the effectiveness of registration by way of continuation of the Converted Entity as an exempted company under the Companies Act which shall occur on June 1, 2000, in accordance with the provisions of Article 10.03 of the TBCA.

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IN WITNESS WHEREOF, the undersigned has caused this Articles of Conversion to be executed this 30th day of May, 2000.

WRIGHT LINE TEXAS INC.

By: 
Richard D. Carroll
Vice President

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PATENT
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"A"

TS

Registration No. EC28596



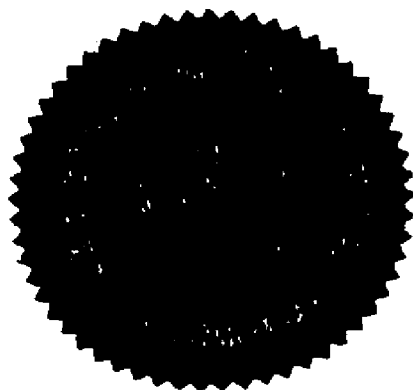
BERMUDA

CERTIFICATE OF CONTINUANCE

I hereby in accordance with section 132C(4)(d) of *the Companies Act 1981* issue this Certificate of Continuance and do certify that on the 1st day of June, 2000

APW Ltd.

was registered by me in the Register maintained by me under the provisions of the said section and that the status of the said company is that of an exempted company.



Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this 6th day of June, 2000.


for Acting Registrar of Companies

"B"
FO

BERMUDA**THE COMPANIES ACT 1981****MEMORANDUM OF CONTINUANCE OF
COMPANY LIMITED BY SHARES
(Section 132C(2))****MEMORANDUM OF CONTINUANCE
OF
APW Ltd.
(hereinafter referred to as "the Company")**

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. The Company is an exempted company as defined by the Companies Act 1981.
3. The authorised share capital of the Company is US\$3,000,000 divided into 300,000,000 shares of US\$0.01 each. The minimum share capital of the company is US\$12,000.
4. The Company shall not have power to hold land situated in Bermuda.
5. Details of Incorporation:

The Company was incorporated in TEXAS under the Texas Business Corporation Act, on the 25th day of May, 2000 under the name Wright Line Texas Inc.
6. The objects of the Company from the date of continuance are:
 1. packaging of goods of all kinds;
 2. buying, selling and dealing in goods of all kinds;
 3. designing and manufacturing of goods of all kinds;
 4. mining and quarrying and exploration for metals, minerals, fossil fuel and precious stones of all kinds and their preparation for sale or use;

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PATENT
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5. exploring for, the drilling for, the moving, transporting and refining petroleum and hydro carbon products including oil and oil products;
6. scientific research including the improvement discovery and development of processes, inventions, patents and designs and the construction, maintenance and operation of laboratories and research centres;
7. land, sea and air undertakings including the land, ship and air carriage of passengers, mails and goods of all kinds;
8. ships and aircraft owners, managers, operators, agents, builders and repairers;
9. acquiring, owning, selling, chartering, repairing or dealing in ships and aircraft;
10. travel agents, freight contractors and forwarding agents;
11. dock owners, wharfingers, warehousemen;
12. ship chandlers and dealing in rope, canvas oil and ship stores of all kinds;
13. all forms of engineering;
14. farmers, livestock breeders and keepers, graziers, butchers, tanners and processors of and dealers in all kinds of live and dead stock, wool, hides, tallow, grain, vegetables and other produce;
15. acquiring by purchase or otherwise and holding as an investment inventions, patents, trade marks, trade names, trade secrets, designs and the like;
16. buying, selling, hiring, letting and dealing in conveyances of any sort;
17. employing, providing, hiring out and acting as agent for artists, actors, entertainers of all sorts, authors, composers, producers, directors, engineers and experts or specialists of any kind;
18. to acquire by purchase or otherwise and hold, sell, dispose of and deal in real property situated outside Bermuda and in personal property of all kinds wheresoever situated; and
19. to enter into any guarantee, contract of indemnity or suretyship and to assure, support or secure with or without consideration or benefit the performance of any obligations of any person or persons and to guarantee the fidelity of individuals filling or about to fill situations of trust or confidence.

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7. Powers of the Company

1. The Company shall, pursuant to the Section 42 of the Companies Act 1981, have the power to issue preference shares which are, at the option of the holder, liable to be redeemed.
2. The Company shall, pursuant to Section 42A of the Companies Act 1981, have the power to purchase its own shares.

Signed by a duly authorised person in the presence of at least one witness attesting the signature thereof:

Anthony W. Asmuth III
Anthony W. Asmuth III, Director

Susan J. Lapinski
Witness

Dated this 30th day of May, 2000.

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THE COMPANIES ACT 1981

FIRST SCHEDULE

A company limited by shares may exercise all or any of the following powers subject to any provision of the law or its memorandum:

1. [Deleted]
2. to acquire or undertake the whole or any part of the business, property and liabilities of any person carrying on any business that the company is authorised to carry on;
3. to apply for register, purchase, lease, acquire, hold, use, control, licence, sell, assign or dispose of patents, patent rights, copyrights, trade makers, formulae, licences, inventions, processes, distinctive makers and similar rights;
4. to enter into partnership or into any arrangement for sharing of profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person carrying on or engaged in or about to carry on or engage in any business or transaction that the company is authorised to carry on or engage in or any business or transaction capable of being conducted so as to benefit the company,
5. to take or otherwise acquire and hold securities in any other body corporate having objects altogether or in part similar to those of the company or carrying on any business capable of being conducted so as to benefit the company;
6. subject to section 96 to lend money to any employee or to any person having dealings with the company or with whom the company proposes to have dealings or to any other body corporate any of those shares are held by the company;
7. to apply for, secure or acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, licence, power, authority, franchise, concession, right or privilege, that any government or authority or any body corporation or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying it into effect and to assume any liabilities or obligations incidental thereto;
8. to establish and support or aid in the establishment and support of associations, institutions, funds or trusts for the benefit of employees or former employees of the company or its predecessors, or the dependants or connections of such employees or former employees, and grant pensions and allowances, and make payments towards insurance or for any object similar to those set forth in this paragraph, and to subscribe or guarantee money for charitable, benevolent, educational and religious objects or for any exhibition or for any public, general or useful objects;
9. to promote any company for the purpose of acquiring or taking over any of the property and liabilities of the company or for any other purpose that may benefit the company;

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10. to purchase, lease, take in exchange, hire or otherwise acquire any personal property and any rights or privileges that the company considers necessary or convenient for the purposes of its business;
11. to construct, maintain, alter, renovate and demolish any buildings or works necessary or convenient for its objects;
12. to take land in Bermuda by way of lease or leasing agreement for a term not exceeding twenty-one years, being land "bona fide" required for the purposes of the business of the company and with the consent of the Minister granted in his discretion to take land in Bermuda by way of lease or leasing agreement for a similar period in order to provide accommodation or recreational facilities for its officers and employees and when no longer necessary for any of the above purposes to terminate or transfer the lease or letting agreement;
13. except to the extent, if any, as may be otherwise expressly provided in its incorporating Act or memorandum and subject to the provisions of this Act every company shall have power to invest the moneys of the Company by way of mortgage of real or personal property of every description in Bermuda or elsewhere and to sell, exchange, vary, or dispose of such mortgage as the company shall from time to time determine;
14. to construct, improve, maintain, work, manage, carry out or control any roads, ways, tramways, branches or sidings, bridges, reservoirs, watercourses, wharves, factories, warehouses, electric works, shops, stores and other works and conveniences that may advance the interests of the company and contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof;
15. to raise and assist in raising money for, and aid by way of bonus, loan, promise, endorsement, guarantee or otherwise, any person and guarantee the performance or fulfilment of any contracts or obligations of any person, and in particular guarantee the payment of the principal of and interest on the debt obligations of any such person;
16. to borrow or raise or secure the payment of money in such manner as the company may think fit;
17. to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments;
18. when properly authorised to do so, to sell, lease, exchange or otherwise dispose of the undertaking of the company or any part thereof as an entirety or substantially as an entirety for such consideration as the company thinks fit;
19. to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with the property of the company in the ordinary course of its business,

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20. to adopt such means of making known the products of the company as may seem expedient, and in particular by advertising, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes and rewards and making donations;
21. to cause the company to be registered and recognised in any foreign jurisdiction, and designate persons therein according to the laws of that foreign jurisdiction or to represent the company and to accept service for and on behalf of the company of any process or suit;
22. to allot and issue fully-paid shares of the company in payment or part payment of any property purchase or otherwise acquired by the company or for any past services performed for the company;
23. to distribute among the members of the company in cash, kind, specie or otherwise as may be resolved, by way of dividend, bonus or in any other manner considered advisable, any property of the company, but not so as to decrease the capital of the company unless the distribution is made for the purpose of enabling the company to be dissolved or the distribution, apart from this paragraph, would be otherwise lawful;
24. to establish agencies and branches;
25. to take or hold mortgages, hypothecs, liens and charges to secure payment of the purchase price, or of any unpaid balance of the purchase price, of any part of the property of the company of whatsoever kind sold by the company, or for any money due to the company from purchasers and others and to sell or otherwise dispose of any such mortgage, hypothec, lien or charge;
26. to pay all costs and expenses of or incidental to the incorporation and organisation of the company;
27. to invest and deal with the moneys of the company not immediately required for the objects of the company in such manner as may be determined;
28. to do any of the things authorised by this subsection and all things authorised by its memorandum as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others;
29. to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the company.

Every company may exercise its powers beyond the boundaries of Bermuda to the extent to which the laws in force where the powers are sought to be exercised permit.