


11-18-03

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FORM PTO-1595 (Rev. 03-01)		RECORDATION FORM SHEET		U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office	
OMB No. 0651-0027 (exp. 5/31/2002)		11-24-2003			
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To the Honorable Commissioner of Patents				hed original documents or copy thereof.	
1. Name of conveying party(ies): Electro-Mechanics Company Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: <u>Rantec Holdings, Inc.</u> Internal Address: <u>8888 Ladue Road, Suite 200</u> <u>St. Louis, Missouri 63124</u>			
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>Liquidation and Dissolution</u> Execution Date: <u>October 16, 1995</u>		Street Address: <u>Same as Above</u> City: _____ State: _____ Zip: _____ Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <u>5,404,098</u> <u>5,430,456</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Christopher J. Rourk</u> Internal Address: _____ <u>Akin, Gump, Strauss, Hauer & Feld, L.L.P.</u> Street Address: <u>P.O. Box 688</u> City: <u>Dallas</u> State: <u>TX</u> ZIP: <u>75313-0688</u>		6. Total number of applications and patents involved: <u>2</u> 7. Total fee (37 CFR 3.41) <u>\$80.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to credit or debit deposit account 8. Deposit account number: <u>01-0657</u> (Attach duplicate copy of this page if paying by deposit account)			
DO NOT USE THIS SPACE					
9. 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. <u>Christopher J. Rourk</u> _____ <u>November 17, 2003</u> Name of Person Signing Signature Date Reg. No. 39,348 Total number of pages including cover sheet, attachments, and document: <u>2</u>					

Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner for Patents, Box Assignment
Washington, D.C. 20231

11/21/2003 ECOOPER 00000109 010657 5404098
01 FC:8021 30.00 DA

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF THE
ELECTRO-MECHANICS COMPANY**

The undersigned, being all of the directors of THE ELECTRO-MECHANICS COMPANY, a Texas corporation (the "*Company*"), hereby agree and consent to adopt the following resolutions:

Liquidation and Dissolution

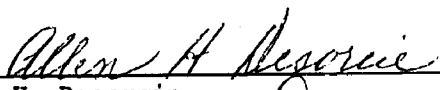
WHEREAS, the Board of Directors deems it to be advisable and in the best interests of the Company and its sole shareholder that the Company distribute all of its assets and liabilities to its sole shareholder, RANTEC HOLDINGS, INC., a Missouri corporation ("*Rantec Holdings*"), and then to dissolve.

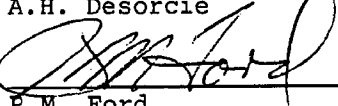
NOW, THEREFORE, BE IT RESOLVED, that subject to approval by the Company's sole shareholder, Rantec Holdings, the Company shall distribute all of its assets and liabilities to Rantec Holdings, and shall then immediately dissolve in accordance with Article Six of the Texas Business Corporation Act.

RESOLVED FURTHER, that in order to accomplish the above described dissolution, the President, any Vice President or any other officers (the "*Authorized Officers*") are authorized and directed to execute and file Articles of Dissolution (in the form attached hereto as Exhibit A) on behalf and in the name of the Company, with the Texas Secretary of State, with such changes as the Authorized Officer signing the same deems necessary or desirable.

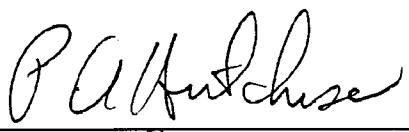
RESOLVED FURTHER, that the Authorized Officers of this Company are hereby authorized and directed to take any other action which they may deem necessary or appropriate to carry out the purposes of these resolutions.

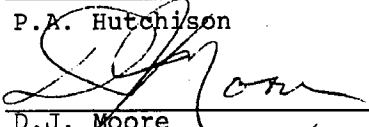
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent effective as of October 16, 1995.

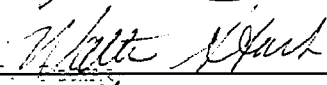


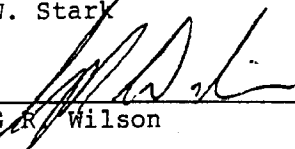
A.H. Desorcie


P.M. Ford



P.A. Hutchison


D.J. Moore


W. Stark


G.R. Wilson

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