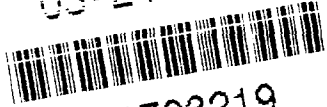


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OMB No. 0651-0027 (exp. 6/30/2005)

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): 3-22-04 American Tool Companies, Inc.

2. Name and address of receiving party(ies) Name: Irwin Industrial Tool Company 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: 29 East Stephenson Street

City: Freeport State: IL Zip: 61032

Execution Date:

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) See Schedule A

B. Patent No.(s) See Schedule B

Additional numbers attached? Yes No

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

Name: John C. Freeman

Internal Address: Brinks Hofer Gilson & Lione

Street Address: P.O. Box 10395

City: Chicago State: IL Zip: 60610

6. Total number of applications and patents involved: 30

7. Total fee (37 CFR 3.41) \$ 1,200.00

Enclosed Authorized to be charged to deposit account

8. Deposit account number: 23-1925

OPR/FINANCE MAR 22 AM 8 07

DO NOT USE THIS SPACE

9. Signature.

John C. Freeman

Signature

March 17, 2004

Date

Name of Person Signing 00000030 09036584

Total number of pages including cover sheet, attachments, and documents: 5

03/23/2004 DBYRNE 01 FC:8021

1200.00 Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

SCHEDULE A

09/036584
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SCHEDULE B

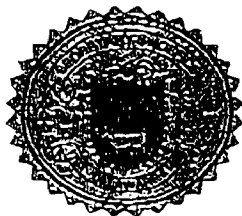
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Delaware

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 "AMERICAN TOOL COMPANIES, INC.", CHANGING ITS NAME FROM "AMERICAN TOOL COMPANIES, INC." TO "IRWIN INDUSTRIAL TOOL COMPANY", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF AUGUST, A.D. 2002, AT 5 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2200137

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DATE: 01-13-03

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 08/19/2002
020524330 - 2062093

**CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION of
AMERICAN TOOL COMPANIES, INC.**

It is hereby certified that:

1. The name of the Corporation (hereinafter the "Corporation") is American Tool Companies, Inc.
2. The Certificate of Incorporation of the Corporation 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 Corporation is Irwin Industrial Tool Company."
3. The amendment of the Certificate of Incorporation of the Corporation herein certified was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Dated: August 19, 2002.

American Tool Companies, Inc.

By: /s/ Andrea L. Horne
Vice President - Corporate
Development & Secretary