

4/23/04

04-28-2004

Express Mail No.: EV 326326127 US



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Attorney Docket No.: 11162-006

Mail Stop Assignment Recordation Services  
Director of the United States Patent and Trademark Office  
P.O. Box 1450  
Alexandria, VA 22313-1450

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): <u>Wilco Manufacturing Co., Inc.</u>		2. Name and address of receiving party(ies): Name: <u>Continental Commercial Products LLC</u>	
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Address: <u>1101 N. Warson Road</u> <u>St. Louis, MO 63132</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: Change of Name; Acquisition; Change of Name; Merger		Country (if other than USA):	
Execution Date: <u>July 15, 1991; August 11, 1998; August 17, 1998; July 24, 2003</u>		OFFICE OF PUBLIC RECORDS 2004 APR 23 PM 2:46 FINANCE SECTION	
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>5,050,530</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:  JONES DAY 222 East 41st Street New York, New York 10017		6. Number of applications and patents involved: <u>1</u>	7. Total fee (37 CFR 3.41):.....\$ 40 Please charge to the deposit account listed in Section 8.
		8. Deposit account number: <u>503013</u>	

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.

Francis D. Cerrito	38,100	Matthew E. Hanley Reg. No. 51, 773 for Francis D. Cerrito	April 23, 2004
Name of Person Signing	Reg. No.	Signature	Date

Total number of pages including cover sheet: 22

Mail documents to be recorded with required cover sheet information to:

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04/23/2004 ECDGPER 00000021 503013 5050530  
01:10:8021 40.00 DR

NYJD: 1520995.1

PATENT  
REEL: 015251 FRAME: 0926

Secretary of State  
Services and Regulation  
Suite 315, West Tower  
Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

TRANSACTION NUMBER: 91192473  
CONTROL NUMBER : 8114510  
DATE INCORPORATED : 12/05/62  
DATE AMENDED : 07/11/91  
EXAMINER : SANDRA SNOW  
TELEPHONE : 404-656-2821

REQUESTED BY:

WILSON & BIRD  
GRIFFIN A BRADFORD  
GALLERIA PARKWAY #1200  
ATLANTA GEORGIA 30339

CERTIFICATE OF AMENDMENT

I, MAX CLELAND, Secretary of State and Corporations Commis-  
sioner of the State of Georgia do hereby certify, under the seal  
of my office, that the articles of incorporation of

"WILEN MANUFACTURING CO., INC."

has been duly amended under the laws of the State of Georgia,  
changing its name to

"THE WILEN COMPANIES, INCORPORATED"

The filing of articles of amendment in the office of the  
Secretary of State and the fees therefor paid, as provided by law,  
and the attached hereto is a true and correct copy of said  
articles of amendment.

In WITNESS, my hand and official seal, in the City of Atlanta  
State of Georgia on the date set forth below.

JULY 15, 1991

MAX CLELAND  
SECRETARY OF STATE

91192478  
AM

ARTICLES OF AMENDMENT  
OF  
WILEN MANUFACTURING CO., INC.

ONE

The name of the Corporation is Wilen Manufacturing  
Inc.

TWO

Article One of the Articles of Incorporation is hereby  
in its entirety, and the following Article One is  
substituted in its place:

ARTICLE ONE

NAME

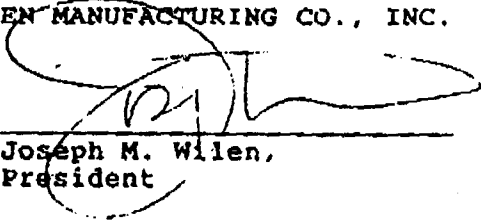
The name of the corporation is:  
"The Wilen Companies, Incorporated."

THREE

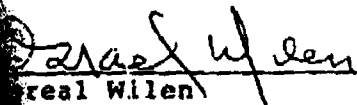
The foregoing Amendment was adopted by the Board of  
of the Corporation on July 8, 1991 without  
action. Pursuant to the provisions of  
-2-1002, shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be duly executed this 8th day of July, 1991.

WILEN MANUFACTURING CO., INC.

By:   
Joseph M. Wilen,  
President

Attest:

  
Israel Wilen

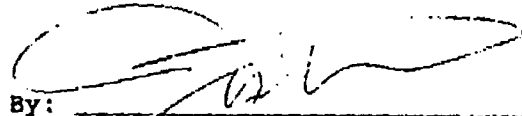
(CORPORATE SEAL)

CERTIFICATE OF REQUEST FOR PUBLICATION  
PURSUANT TO SECTION 14-2-1906.1(a)  
THE GEORGIA BUSINESS CORPORATION CODE

Pursuant to the provisions of Section 14-2-1006.1(a) of the Georgia Business Corporation Code, the undersigned, an officer of Wilen Manufacturing Co., Inc., hereby certifies that the request for publication of a notice of intent to file Articles of Amendment to change the name of the corporation to Wilen Companies Incorporated, and payment therefor, have been made as required by Section 14-2-1006.1(b).

The undersigned officer has caused this certificate to be duly executed this 8th day of July, 1991.

By:

  
\_\_\_\_\_  
Joseph M. Wilen, President

**SECRETARY'S CERTIFICATE**

This Secretary's Certificate is delivered pursuant to Section 4.2(e) of the Asset Purchase Agreement dated as of August 11, 1998, by and among Wilen Acquisition Corporation, a Delaware corporation (the "Purchaser"), Katy Industries, Inc., a Delaware corporation, The Wilen Companies, Incorporated, a Georgia corporation, and Joseph M. [redacted] an individual resident of the State of Georgia. I, Arthur R. Miller, hereby certify [redacted] am the duly elected and qualified Secretary of the Purchaser, and that, as such, I am [redacted] ed to execute this Secretary's Certificate on behalf of the Purchaser. I further certify

Attached hereto as Exhibit A is a true, correct and complete copy of resolutions duly adopted by unanimous written consent of the Directors of the Purchaser dated August 11, 1998. Such resolutions have not been amended, rescinded or modified, and remain in full force and effect on the date hereof.

Attached hereto as Exhibit B is a true, correct and complete copy of the Certificate of Incorporation of the Purchaser, as in full force and effect on the date hereof.

Attached hereto as Exhibit C is a true, correct and complete copy of the By-laws of the Purchaser and all amendments thereto, as in full force and effect on the date hereof.

Each of the persons listed below has been duly elected to and now holds the offices of the Purchaser below his name and is currently serving in such capacity, and the signature of such person set forth opposite such person's name is his true and genuine signature.

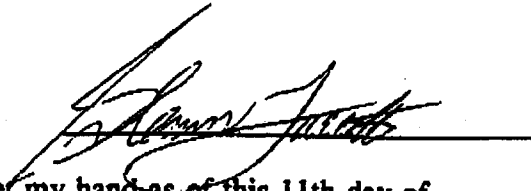
Name and Office

Signature

Keith Mills  
President



Glenn W. Turcotte  
Vice President



IN WITNESS WHEREOF, I have hereunto set my hand as of this 11th day of August, 1998.

WILEN ACQUISITION CORPORATION

By:   
Arthur R. Miller  
Secretary

Keith Mills, the President of WILEN ACQUISITION CORPORATION, a corporation (the "Purchaser"), hereby certifies that Arthur R. Miller is the duly qualified Secretary of the Purchaser and that the signature appearing above is the signature of the Secretary.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 11th day of 1998.

WILEN ACQUISITION CORPORATION

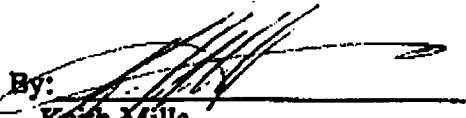
By:   
Keith Mills  
President

EXHIBIT A

WHEREAS, the Corporation desires to acquire substantially all of the business and assets of The Wilen Companies Incorporated, a Georgia corporation (the "Seller"); and

WHEREAS, the Board of Directors of the Corporation, after due consideration of the terms and conditions of that certain Asset Purchase Agreement (the "Agreement") by and among the Corporation, Katy Industries, Inc., Seller and Joseph M. Wilen, an individual resident of the State of Georgia, and after being fully advised of the facts with respect to said proposed acquisition, considers it to be in the best interests of the Corporation to approve the Agreement and the acquisition transaction contemplated thereby;

NOW, THEREFORE, BE IT RESOLVED, that it is in the best interests of the Corporation to acquire the business and assets of Seller pursuant to the terms of the Agreement, which Agreement is hereby approved and adopted; and

FURTHER RESOLVED, that each of the President, any Vice-President, the Treasurer, the Secretary and any Assistant Secretary and any other officer of the Corporation is hereby individually authorized and empowered, in the name of and on behalf of the Corporation, to execute and deliver the Agreement, substantially in the form and on the terms and conditions presented to the Board of Directors of the Corporation for review and on such further terms and conditions and with such changes therein as the officer executing the same may deem necessary or advisable, as evidenced by his signature thereon; and

FURTHER RESOLVED, that each of the President, any Vice-President, the Treasurer, the Secretary and any Assistant Secretary and any other officer of the Corporation is hereby individually authorized and directed in the name of and on behalf of the Corporation, to do all acts and to execute and deliver any and all contracts, instruments, agreements and other documents of any kind or nature whatsoever as may be required in connection with the Agreement, in such form and on such terms and conditions as such officer may deem appropriate as evidenced by his signature thereon; without limitation, the Assumption Agreement, the Facility Lease Agreement, the Warehouse Lease Amendment, the Warranty Bill of Sale and the Purchase Agreement); and

RESOLVED, that any and all acts heretofore taken or performed, in whole or in part, and on behalf of the Corporation, in connection with the transactions contemplated by these resolutions are hereby ratified, confirmed, approved and affirmed in all respects.



**FURTHER RESOLVED**, that these resolutions may be executed in counterparts, but all such counterparts shall constitute and be deemed to be one and the same instrument.

**UNANIMOUS WRITTEN CONSENT OF  
THE DIRECTORS OF  
WILEN ACQUISITION CORPORATION**

WHEREAS, the Corporation desires to acquire substantially all of the business and assets of The Wilen Companies Incorporated, a Georgia corporation (the "Seller"); and

WHEREAS, the Board of Directors of the Corporation, after due consideration of the terms and conditions of that certain Asset Purchase Agreement (the "Agreement") by and among the Corporation, Katy Industries, Inc., Seller and Joseph M. Wilen, an individual resident of the State of Georgia, and after being fully advised of the facts with respect to said proposed acquisition, considers it to be in the best interests of the Corporation to approve the Agreement and the acquisition transaction contemplated thereby;

NOW, THEREFORE, BE IT RESOLVED, that it is in the best interests of the Corporation to acquire the business and assets of Seller pursuant to the terms of the Agreement, which Agreement is hereby approved and adopted; and

FURTHER RESOLVED, that each of the President, any Vice-President, the Treasurer, the Secretary and any Assistant Secretary and any other officer of the Corporation is hereby individually authorized and empowered, in the name of and on behalf of the Corporation, to execute and deliver the Agreement, substantially in the form and on the terms and conditions presented to the Board of Directors of the Corporation for review and on such further terms and conditions and with such changes therein as the officer executing the same may deem necessary or advisable, as evidenced by his signature thereon; and

ADDITIONALLY, BE IT FURTHER RESOLVED, that each of the President, any Vice-President, the Treasurer, the Secretary and any Assistant Secretary and any other officer of the Corporation is hereby individually authorized and directed in the name of and on behalf of the Corporation, to do all acts and to execute and deliver any and all certificates, instruments, agreements and other documents of any kind or nature whatsoever as may be required in connection with the Agreement, in such form as such officer may deem appropriate as evidenced by his signature thereon including, without limitation, the Assumption Agreement, the Facility Lease Amendment, the Warehouse Lease Amendment, the Warranty Bill of Sale and the Investment Agreement); and

BE IT FURTHER RESOLVED, that any and all acts heretofore taken or performed, in the name of and on behalf of the Corporation, in connection with the transactions

approved by these resolutions are hereby ratified, confirmed, approved and adopted in all respects.

**FURTHER RESOLVED**, that these resolutions may be executed in counterparts, but all such counterparts shall constitute and be deemed to be one and the same instrument.

ed: August 11, 1998

\_\_\_\_\_  
John R. Prann, Jr.

\_\_\_\_\_  
Glenn W. Turcotte

\_\_\_\_\_  
Arthur R. Miller

Being all of the directors of the Corporation.

EXHIBIT "B"

State of Delaware

PAGE 1

*Office of the 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 INCORPORATION OF "WILEN ACQUISITION CORP.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JULY, A.D. 2004, AT 1 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3

7-10-98

CERTIFICATE OF INCORPORATION  
OF  
WILEN ACOUISITION CORP.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Corporation is: Wilen Acquisition Corp.

SECOND: The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware, 19801. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is Three Thousand (3,000) shares of common stock, \$1.00 par value per share.

FIFTH: The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gayle D. Grocke	55 East Monroe Street, Suite 4100 Chicago, Illinois 60603

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and

regulation of the powers of the Corporation and of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the time for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be

to legal attack because of directors' interest, or for any reason.

(4) In addition to the powers and authorities hereinbefore or statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject nevertheless, to the provisions of the statutes of Delaware, of its Certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SEVENTH: The Corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

EIGHTH: 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

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 may direct. 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 a consequence of such compromise or arrangement, the said compromise or arrangement and the reorganization shall, if sanctioned by the court to which the application has been made, be binding on all the creditors or stockholders of this Corporation, as the case may be, and also on the Corporation.

NINTH: The personal liability of directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (b) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, but no such subsequent amendment or supplement shall, unless otherwise required by law, diminish the extent of personal liability eliminated hereby.

TENTH: 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 law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

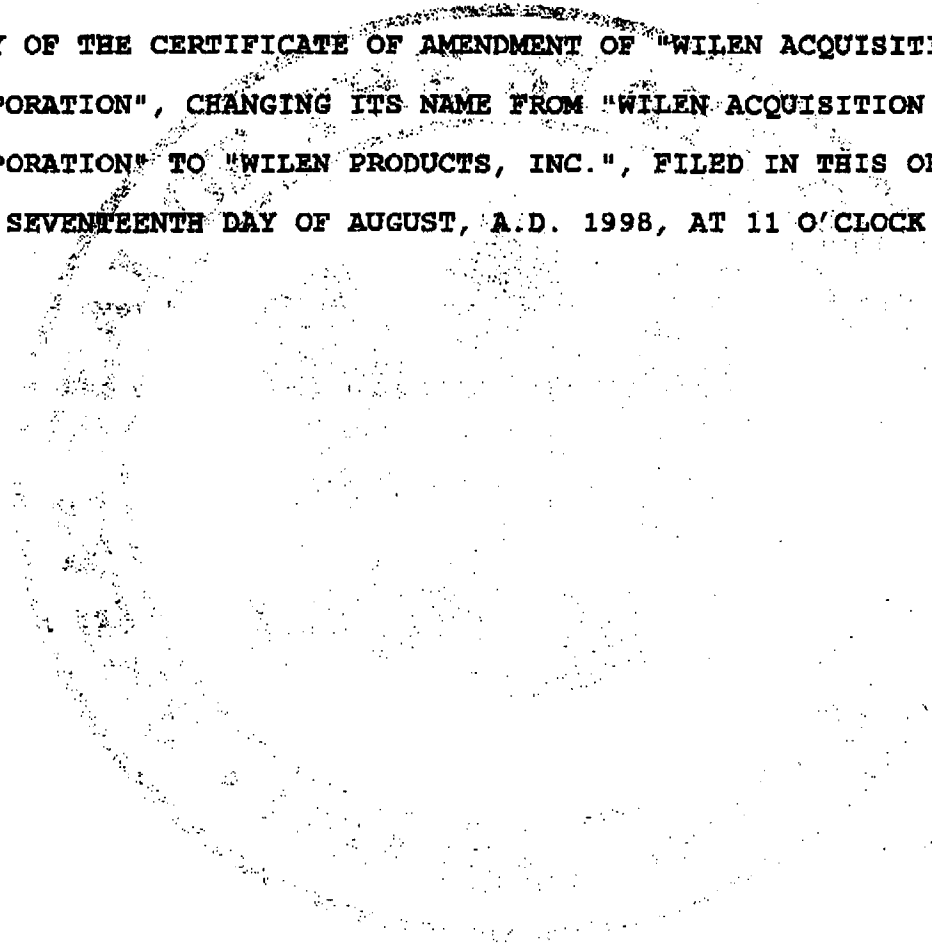


IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
th day of July, 1998.

Gayle D Grocke  
Gayle D. Grocke, Incorporator

State of Delaware  
**Office of the Secretary of State** PAGE 1

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 AMENDMENT OF "WILEN ACQUISITION CORPORATION", CHANGING ITS NAME FROM "WILEN ACQUISITION CORPORATION" TO "WILEN PRODUCTS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF AUGUST, A.D. 1998, AT 11 O'CLOCK A.M.



**RECEIVED**  
APR 14 1999  
By \_\_\_\_\_



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 9682361

DATE: 04-12-99

TOTAL P.02

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:00 AM 08/17/1998  
981321270 - 2922433

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
WILEN ACQUISITION CORPORATION

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It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Wilen Acquisition Corporation.

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:

"ARTICLE FIRST: The name of the corporation is Wilen Products, Inc."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on August 11, 1998.

  
Name: Keith Mills  
Title: President

# Delaware

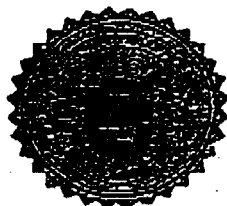
PAGE 1

*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:

"WILEN PRODUCTS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "CONTINENTAL COMMERCIAL PRODUCTS, LLC" UNDER THE NAME OF "CONTINENTAL COMMERCIAL PRODUCTS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JULY, A.D. 2003, AT 6:12 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

2972669 8100M

AUTHENTICATION: 2552960

030486027

DATE: 07-29-03

**CERTIFICATE OF MERGER  
OF  
WILEN PRODUCTS, INC.  
WITH AND INTO  
CONTINENTAL COMMERCIAL PRODUCTS, LLC**

The undersigned limited liability company **DOES HEREBY CERTIFY:**

**FIRST:** That the names and states of organization of the constituent corporation and limited liability company of the merger are: Wilen Products, Inc., a Delaware corporation ("Wilen") and Continental Commercial Products, LLC, a Delaware limited liability company (the "Surviving Company").

**SECOND:** That an Agreement and Plan of Merger (the "Agreement of Merger"), dated as of July 24, 2003, by and among Wilen and the Surviving Company, has been approved, adopted, certified, executed and acknowledged by the constituent corporation and limited liability company in accordance with the requirements of Section 18-209 of the Limited Liability Company Act of Delaware.

**THIRD:** That the name of the surviving limited liability company is Continental Commercial Products, LLC.

**FOURTH:** That the executed Agreement of Merger is on file at the principal place of business of the Surviving Company, the address of which is 1101 N. Watson Road, St. Louis, MO 63132.

**FIFTH:** That a copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder or any member of any constituent corporation or limited liability company.

[Signature on the following page]

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:12 PM 07/24/2003  
FILED 06:12 PM 07/24/2003  
SRV 030436027 - 2972669 FILE

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Surviving Company has executed this Certificate of Merger as of the 24<sup>th</sup> day of July, 2003.

CONTINENTAL COMMERCIAL PRODUCTS, LLC, a Delaware Limited Liability Company

By: Amir Rosenthal  
Name: Amir Rosenthal  
Title: Secretary

(Signature page to Certificate of Merger (DE))