

MRD 2.12.99



Tab settings

100968434

Attached original documents or copy thereof

To the Honorable Commissioner of Pa

1. Name of conveying party(ies):

Parker Intangibles Inc.
1105 North Market Street, Suite 1300
Wilmington, DE 19899

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: Parker Hannifin Customer Support Inc.

Internal Address: _____

Street Address: 18321 Jamboree Road

City: Irvine State: CA ZIP: 92612

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: December 31, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/495,484

B. Trademark registration No.(s)

1,766,542
1,768,075
1,769,200
681,498

Additional numbers attached? Yes No

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

Name: Christopher H. Hunter, Esq.

Internal Address: _____

Parker-Hannifin Corporation

Street Address: 6035 Parkland Blvd.

City: Cleveland State: OH ZIP: 44124

6. Total number of applications and registrations involved: _____

5

7. Total fee (37 CFR 3.41):..... \$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 16-0325

(Attach duplicate copy of this page if paying by deposit account)

02/17/1999 SBURNS 00000005 160325 75495484

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 100.00 CH

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.

Christopher H. Hunter

Name of Person Signing

Signature

02.08.99

Date

Total number of pages comprising cover sheet: _____

TRADEMARK

UNITED STATES OF AMERICA)

STATE OF OHIO) SS:

COUNTY OF CUYAHOGA)

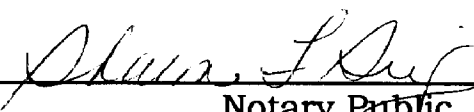
C E R T I F I C A T E

I, SHARON L. SIEGER

a Notary Public qualified and practicing in the above-mentioned jurisdiction,
hereby certify that:

(1) I have personally examined the attached document and I hereby confirm that it is a true and exact photocopy of the **Certificate of Merger** document issued by the Secretary of the State of California between **Parker Intangibles Inc. and Parker Hannifin Customer Support Inc.** showing the surviving corporation of said Merger is **Parker Hannifin Customer Support Inc..**

Dated this *9TH* day of *FEBRUARY* 1999.



Notary Public

SHARON L. SIEGER, Notary Public
STATE OF OHIO-Lake & Cuyahoga Counties
My Commission Expires Feb. 16, 2001

State of California



SECRETARY OF STATE

CERTIFICATE OF FILING

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **31st day of December, 1998**, there was filed in this office a(n) **Agreement of Merger** merging **PARKER INTANGIBLES INC.**, a(n) **Delaware** corporation, into **PARKER HANNIFIN CUSTOMER SUPPORT INC.**, a California corporation, and the surviving corporation, by the terms of said agreement.

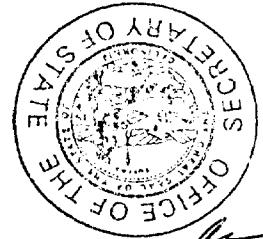
IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 13, 1999.



Bill Jones

BILL JONES
Secretary of State

jw



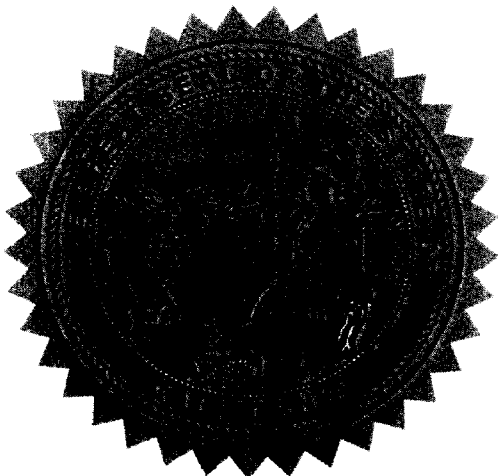
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 9 1 1998



Bill Jones

Secretary of State

A0518513

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

AGREEMENT OF MERGER

DEC 31 1998

AGREEMENT OF MERGER, dated this 17th day of December, 1998, by and among
Parker Hannifin Customer Support Inc., a California corporation (the "Surviving Corporation")
and Parker Intangibles Inc., a Delaware corporation (the "Merging Corporation"), said
corporations hereinafter collectively referred to as the "Constituent Corporations".

Bill Jones
BILL JONES, Secretary of State

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it
advisable that the Merging Corporation be merged into the Surviving Corporation in accordance
with the provisions of the California General Corporation Law and the Delaware General
Corporation Law.

NOW, THEREFORE, the Constituent Corporations in consideration of the mutual
covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and
conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Merging Corporation shall be merged with and into the Surviving
Corporation.

SECOND: The Articles of Incorporation of the Surviving Corporation, as in effect on
the date of the merger provided for in this Agreement, shall continue in full force and effect as
the Articles of Incorporation of the Surviving Corporation until they shall be amended or
repealed as provided therein.

THIRD: The manner of converting the outstanding shares of the capital stock of each of
the Constituent Corporations into the shares or other securities of the Surviving Corporation
shall be as follows:

(a) On the Effective Date (hereinafter defined), the 3,000 shares of common stock,
\$1.00 par value, of the Merging Corporation issued and outstanding shall be converted into 75
shares of common stock, without par value, of the Surviving Corporation.

(b) The present holders of the Surviving Corporation's common stock shall continue to hold the same share certificates in the Surviving Corporation that they now hold, and such share certificates shall continue to represent the like number of shares of the Surviving Corporation from and after the Effective Date.

FOURTH: The terms and conditions of the merger are as follows:

(a) The By-laws of the Surviving Corporation as it shall exist on the effective date of this Agreement shall be and remain the By-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The Directors and officers of the Surviving Corporation shall continue in office until the next Annual Meeting of Shareholders and until their successors shall have been elected and qualified.

(c) This merger shall be effective as of the close of business on December 31, 1998 (the "Effective Date").

(d) On the Effective Date, all the property, rights, privileges, franchises, contracts, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation, respectively. The Merging Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and Directors of the Merging Corporation and the proper officers and Directors of the Surviving

Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto by their Vice President and Assistant Secretary and President and Secretary, respectively, duly authorized by the respective Boards of Directors of the Constituent Corporations and by the sole Shareholder of the Merging Corporation.

PARKER HANNIFIN CUSTOMER SUPPORT INC.

By: Ann D. Davidson
Ann D. Davidson
Vice President

And By: Mary Rossi
Mary Rossi
Assistant Secretary

PARKER INTANGIBLES INC.

By: _____
Edward J. Jones
President

And By: _____
Daniel F. Lindley
Secretary

I, Frances Gauthier, Assistant Secretary of Parker Intangibles Inc., a corporation organized and existing under the laws of the State of Delaware ("PII"), hereby certify that the above Agreement of Merger was duly adopted pursuant to Section 228 of the Delaware General Corporation Law by the written consent of the sole Stockholder holding all of the issued and outstanding shares of the capital stock of PII.

WITNESS my hand on this 17th day of December, 1998.

Frances Gauthier
Assistant Secretary

Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto by their Vice President and Assistant Secretary and President and Secretary, respectively, duly authorized by the respective Boards of Directors of the Constituent Corporations and by the sole Shareholder of the Merging Corporation.

PARKER HANNIFIN CUSTOMER SUPPORT INC.

By: _____
Ann D. Davidson
Vice President

And By: _____
Mary Rossi
Assistant Secretary

PARKER INTANGIBLES INC.

By: Edward J. Jones
Edward J. Jones
President

And By: Daniel F. Lindley
Daniel F. Lindley
Secretary

I, Frances Gauthier, Assistant Secretary of Parker Intangibles Inc., a corporation organized and existing under the laws of the State of Delaware ("PII"), hereby certify that the above Agreement of Merger was duly adopted pursuant to Section 228 of the Delaware General Corporation Law by the written consent of the sole Stockholder holding all of the issued and outstanding shares of the capital stock of PII.

WITNESS my hand on this 17th day of December, 1998.

Frances Gauthier
Frances Gauthier
Assistant Secretary

OFFICERS' CERTIFICATE

OF

PARKER HANNIFIN CUSTOMER SUPPORT INC.

We, Ann D. Davidson, Vice President and Mary Rossi, Assistant Secretary of Parker Hannifin Customer Support Inc., a corporation duly organized and existing under the laws of the State of California do hereby certify:

1. That they are the Vice President and the Assistant Secretary, respectively of Parker Hannifin Customer Support Inc., a California corporation.

2. That the merger agreement was entitled to be and was approved by the board of directors alone without approval of the shareholders under the provisions of Section 1201 of the California Corporation Code.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Irvine, California on December 17, 1998.



Ann D. Davidson
Vice President



Mary Rossi
Assistant Secretary

OFFICERS' CERTIFICATE

OF

PARKER INTANGIBLES INC.

We, Edward J. Jones, President and Daniel F. Lindley, Secretary of Parker Intangibles Inc., a corporation duly organized and existing under the laws of the State of Delaware do hereby certify:

1. That they are the President and the Secretary, respectively of Parker Intangibles Inc., a Delaware corporation.

2. The total number of outstanding shares of each class of this corporation entitled to vote on the merger is as follows:

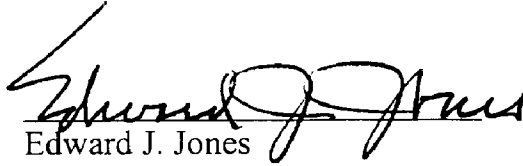
<u>Class</u>	<u>Total Number of Shares Entitled to Vote</u>
Common	3,000

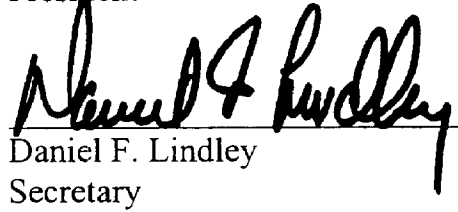
3. That the principal terms of the agreement of merger in the form attached was approved by the sole stockholder of this corporation by a vote of the number of shares of each class which equalled or exceeded the vote required by each class to approve said agreement of merger.

4. That each class entitled to vote and the minimum percentage vote of each such class is as follows:

<u>Class</u>	<u>Minimum Percentage Vote Required to Approve the Merger</u>
Common	more than 50 percent

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Wilmington, Delaware, on December 17, 1998.


Edward J. Jones
President


Daniel F. Lindley
Secretary

