

12-19-2000

TRADEMARKS ONLY

TRADEMARKS ONLY

MD
2-29-00

To:
Please



marks:
eof.

101544204

1. Name of Party(ies) conveying an interest:

Cooper Automotive Products, I

Name of Party(ies) receiving an interest:

Federal-Mogul Chesterfield, Inc.

Entity:

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Pa

02-29-2000
U.S. Patent & TMO/ TM Mail Rpt Dt. #64

Address: 26555 Northwestern Highway
Bloomfield State: Michigan Zip: 48034

- Individual
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

Citizenship

3. Interest Conveyed:

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

33

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)

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

(Additional Sheet Attached Yes No ?)

A. Trademark Application No.(s)

TM

B. Trademark Registration No.(s)

886,221

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

Name: William H. Honaker
Internal Address: _____
Street Address: 1400 N. Woodward Avenue, Suite 101
City: Bloomfield Hills
State: Michigan Zip: 48034-2855

6. Number of applications and registrations involved:

One

7. Amount of fee enclosed or authorized to charged:

\$40.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account) 08-2789

DO NOT USE THIS SPACE

Chg 40

9. Date of execution of attached document November 4, 1998

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:

February 27, 2000
Date

William H. Honaker
Signature

William H. Honaker
Name of Person Signing

BE IT FURTHER RESOLVED, that any and all prior actions taken by the officers of the Corporation or an agent or employee of the Corporation under the direction of such officer in connection with the actions authorized in the above resolutions hereby are ratified, confirmed, authorized and approved in all respects.

FOURTH. That the Subsidiary shall merge with and into the Corporation, whereupon the Subsidiary shall cease to exist and the Corporation shall be the surviving entity of such Merger, and the Corporation shall assume all of the obligations of the Subsidiary.

FIFTH: This Certificate of Ownership and Merger shall be effective as of December 31, 1998.

IN WITNESS WHEREOF, the undersigned authorized officer of Federal-Mogul Ignition Company has executed this Certificate of Ownership and Merger on behalf of the surviving corporation, this 20th day of November, 1998.

FEDERAL-MOGUL IGNITION COMPANY

By: 
Name: Thomas W. Ryan
Title: Vice President

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 "COOPER AUTOMOTIVE PRODUCTS, INC.", CHANGING ITS NAME FROM "COOPER AUTOMOTIVE PRODUCTS, INC." TO "FEDERAL-MOGUL CHESTERFIELD, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

0774984 8100

981422919

AUTHENTICATION:

DATE:

9386352

11-04-98

TRADEMARK
REEL: 002165 FRAME: 0909

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Cooper Automotive Products, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by the unanimous written consent of its members, filed with the minutes of the Board a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:


RESOLVED, that the Certificate of Incorporation of Cooper Automotive Products, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is : Federal-Mogul Chesterfield, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by David M. Sherbin, its Assistant Secretary, this 20th day of October, 1998.



By: David M. Sherbin
Title: Assistant Secretary

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

73

Date Received

NOV 06 1998

(FOR BUREAU USE ONLY)

ADJUSTED TO AGREE
WITH BUREAU RECORDS

FILED

NOV 06 1998

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE:

Name

PH. 517-663-2525 Ref # 87115

Address

Attn: Cheryl J. Bixby
MICHIGAN RUNNER SERVICE

City

P.O. Box 266
Eaton Rapids, MI. 48827-0266

Document will be returned to the name and address you enter above.

**AMENDED APPLICATION FOR CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN MICHIGAN**

For use by Foreign Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Act of 1972, the undersigned corporation executes the following Amended Application:

- The name of the corporation is: Cooper Automotive Products, Inc.
- If the name in Item 1 was not available for use in Michigan, the qualifying assumed name adopted when obtaining the Certificate of Authority is:
~~AMES of Delaware, Inc.~~
- The identification number assigned by the Bureau is:

6	3	1	-	6	7	6
---	---	---	---	---	---	---
- It is incorporated under the laws of Delaware
- The corporation was authorized to transact business in Michigan on the 1st day of April, 1991
- The period of its duration (corporate term) is perpetual

- If the name of the corporation has changed, its new name is:
Federal-Mogul Chesterfield, Inc.
The effective date of this name change was the 2nd day of November, 1998 and the name change was made in compliance with the laws of the jurisdiction of its incorporation.
- Complete this item only if the new name in Item 7 is not available for use in Michigan. The qualifying assumed name of the corporation to be used in all its dealings with the Bureau and in the transaction of its business in Michigan is:

- If the qualifying assumed name in Item 2 has changed, the new name is:

(MICH. - 67 - 12/10/93)

10. The address of its registered office in Michigan is:

c/o The Corporation Company 30600 Telegraph Road Bingham Farms, Michigan 48025
(Street Address) (City) (ZIP Code)

The mailing address of the registered office in Michigan, if different than above, is:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

The name of the resident agent at the registered office is: The Corporation Company

The resident agent is an agent of the corporation upon whom process against the corporation may be served.

11. The address of the main business or headquarters office of the corporation is: _____

26555 Northwestern Hwy. Southfield, MI 48034
(Street Address) (City) (State) (ZIP Code)

The mailing address if different than above is:

P.O. Box 1966 Southfield, MI 48034
(Street Address) (City) (State) (ZIP Code)

12. If the business the foreign corporation proposes to do in this State is to be enlarged, limited, or otherwise changed, the specific business which the corporation is to transact in Michigan is as follows:

No Change

The corporation is authorized to transact such business or conduct affairs in the jurisdiction of its incorporation.

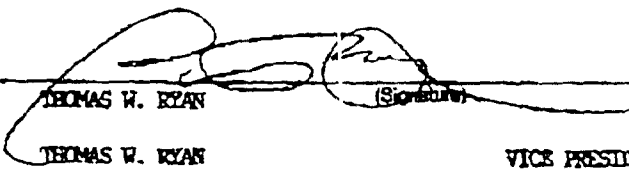
13. The total authorized shares of the corporation are: 2,000

The effective date of the stock change was the _____ day of _____, 19 _____.

For year ending 1996 the apportionment percentage from the most recently filed Single Business

Tax return is: 7.6130%

Signed this 29 day of October, 19 98

By  _____
THOMAS W. RYAN (Signature)
THOMAS W. RYAN VICE PRESIDENT
(Type or Print Name) (Type or Print Title)