

01-23-2001

Docket No.:

681.999225 & 681.999229



101590538

Tab settings

attached original documents or copy thereof.

1. Name of conveying party(ies):

Strippit Di-Acro - Houdaille, Inc. into
Houdaille Strippit - DiAcro, Inc.

1.8.01

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

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

3. Nature of conveyance:

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

Execution Date: 12/1/86

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

Name: Strippit-Houdaille, Inc.

Internal Address: _____

Street Address: 12975 Clarence Center Road

City: Akron State: NY ZIP: 14001

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

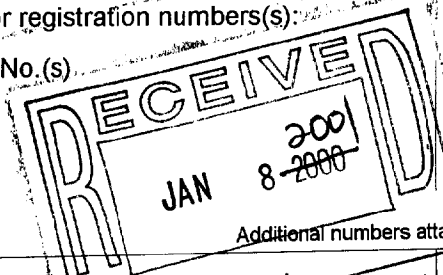
4. Application number(s) or registration numbers(s):

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

710,868

824,844



Additional numbers attached? Yes No

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

Name: Ellen S. Simpson, Esq.

Internal Address: _____

Street Address: Simpson, Simpson & Snyder, L.L.P.

5555 Main Street

City: Williamsville State: NY ZIP: 14221

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

50-0822

DO NOT USE THIS SPACE

01/22/2001 DBYRNE 00000132 710868

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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.

Ellen S. Simpson, Esq.

Name of Person Signing

Signature

January 5, 2001

Date

5

Total number of pages including cover sheet, attachments, and document:

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 OWNERSHIP, WHICH MERGES:

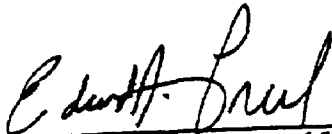
"STRIPPIT DI-ACRO - HOUDAILLE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HOUDAILLE STRIPPIT - DIACRO, INC." UNDER THE NAME OF "STRIPPIT-HOUDAILLE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 1986, AT 11:45 O'CLOCK A.M.



2099336 8100M

001078524


Edward J. Freel, Secretary of State

AUTHENTICATION: 0276310

DATE: 02-24-00

TRADEMARK
REEL: 002217 FRAME: 0257

8603350087

FILED

11:45 AM

DEC 1 1986

[Handwritten signature]

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
STRIPPIT DI-ACRO - HOUDAILLE, INC.
INTO
HOUDAILLE STRIPPIT - DIACRO, INC.**

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

Houdaille Strippit - DiAcro, Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on August 20, 1986 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the sole class of capital stock of Strippit Di-Acro - Houdaille, Inc., a Delaware corporation incorporated on December 13, 1984 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 1st day of December, 1986 and filed with the minutes of the Board, determined to merge into itself Strippit Di-Acro - Houdaille, Inc. on the conditions set forth in such resolutions, and to change the name of the Corporation to Strippit-Houdaille, Inc.:

RESOLVED, that effective upon the appropriate filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, the Corporation merge into itself Strippit Di-Acro - Houdaille, Inc. (the "Merger") and pursuant thereto the separate corporate existence of Strippit Di-Acro - Houdaille, Inc. ("Strippit") shall cease; and be it further

RESOLVED, that the Corporation shall succeed to and will assume any and all liabilities and obligations of Strippit; and be it further

RESOLVED, that this Certificate of Ownership and Merger shall be effective as of the date of filing of said Certificate with the Secretary of State of the State of Delaware (the "Effective Date"); and be it further

RESOLVED, that the terms and conditions of the Merger are as follows: on the Effective Date all stock of Strippit then issued and outstanding shall be cancelled and shall cease to exist without consideration to the stockholder, and the separate corporate existence of Strippit shall cease; and be it further

RESOLVED, that the name of the Corporation shall be changed, as of the Effective Date of the Merger, from Houdaille Strippit - DiAcro, Inc. to Strippit-Houdaille, Inc., such name change to be reflected in the Certificate of Ownership and Merger; and be it further

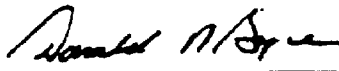
RESOLVED, that the President and Secretary of the Corporation be, and they hereby are authorized and directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Strippit into this Corporation, to

assume said subsidiary's liabilities and obligations, and to change the name of the Corporation to Strippit-Houdaille, Inc. as of the date of adoption thereof and to file the same and such other documents in accordance with the laws of the State of Delaware; and be it further

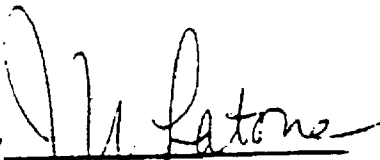
RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to take any and all other actions necessary and proper to effect the transactions contemplated by the Merger under the laws of the State of Delaware.

IN WITNESS WHEREOF, said Houdaille Strippit - Diacro, Inc. has caused this certificate to be signed by its Vice President and its Secretary this 1st day of December, 1986.

HOUDAILLE STRIPPIT - DIACRO, INC.

By 
Donald Boyce,
Vice President

ATTEST:

By 
John Latona,
Secretary