

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31)



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

1.22.02

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Horton Emergency Vehicles Company</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Indiana <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: Halcore Group, Inc. Internal _____ Address: _____</p> <p>Street Address: 8888 Keystone Crossing, Suite 690 City: Indianapolis State: Indiana Zip: 46240</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Indiana <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: 25 February 1999</p>	

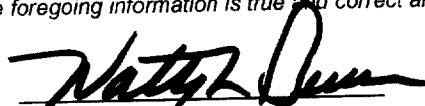
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 1,781,317 and 2,010,589</p>
<p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Walter L. Beavers Internal Address: _____ Street Address: 326 South Eugene Street City: Greensboro State: NC Zip: 27401</p>	<p>6. Total number of applications and registrations involved: 2</p> <p>7. Total fee (37 CFR 3.41).....\$ 65.00</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Walter L. Beavers _____
Name of Person Signing

 _____
Signature

11/8/01 _____
Date

Total number of pages including cover sheet, attachments, and document: 6

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

02/06/2002 LMUELLER 00000104 1781317

01 FC:481
02 FC:482

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OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF FACT

To Whom These Presents Come, Greeting;

I, Sue Anne Gilroy, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that the records of this office disclose that Articles of Amendment to the Articles of Incorporation, bearing an approved and filed date of February 19, 1999 were filed, changing the name of the corporation from:

HORTON EMERGENCY VEHICLES COMPANY

to

HALCORE GROUP, INC.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 25th day of February, 1999.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

Deputy

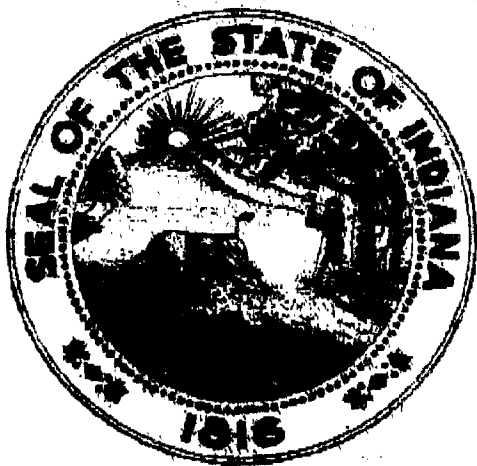


EXHIBIT A**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HALCORE GROUP, INC.****ARTICLE I
Name**

The name of the Corporation is Halcore Group, Inc.

**ARTICLE II
Purposes**

The purpose for which the Corporation is formed is to transact any and all lawful business for which corporations may be incorporated under the Act.

**ARTICLE III
Shares**

Section 3.1. Number. The total number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares, no par value.

Section 3.2. Classes. There shall be one (1) class of shares of the Corporation, which shall be designated as "Common Shares".

Section 3.3. Relative Rights, Preferences, Limitations and Restrictions of Common Shares. All Common Shares shall have the same rights, preferences, limitations and restrictions.

Section 3.4. Voting Rights of Common Shares. Each holder of Common Shares shall be entitled to one (1) vote for each share owned of record on the books of the Corporation on each matter submitted to a vote of the holders of Common Shares.

**ARTICLE IV
Registered Office and Registered Agent**

Section 4.1. Registered Office. The street address of the Corporation's registered office is 8888 Keystone Crossing, Suite 690, Indianapolis, Indiana 46240.

Section 4.2. Registered Agent. The name of the Corporation's Registered agent at such registered office is Glenn Scolnik.

Section 4. Compliance with Legal Requirements. The manner of the adoption of the Restated Articles constitutes full legal compliance with the provisions of the Act, the Articles of Incorporation, and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer verifies subject to the penalties of perjury that the statements contained herein are true.

Dated: February 19, 1999.

HORTON EMERGENCY VEHICLES COMPANY

By: 

Glenn Scolnik, Chief Executive Officer

RESTATED ARTICLES OF INCORPORATION

OF

HORTON EMERGENCY VEHICLES COMPANY

APPROVED
AND
FILED
IND. SECRETARY OF STATE

RECEIVED
CORPORATION
99 FEB 15 11
SUE ARTHUR

The undersigned officer of Horton Emergency Vehicles Company (hereinafter referred to as the "Corporation"), existing pursuant to the provisions of the Indiana Business Corporation Law (hereinafter referred to as the "Act"), as amended, desiring to give notice of corporation action effectuating the restatement of its Articles of Incorporation, certifies the following facts:

RECEIVED
CORPORATION
99 FEB 15 11
JANET GILROY

ARTICLE I
RESTATEMENT

Section 1. The date of the incorporation of the Corporation is June 4, 1997.

Section 2. The name of the Corporation following this restatement is Halcore Group, Inc.

Section 3. The exact text of the Restated Articles of Incorporation is attached hereto as Exhibit A (the "Restated Articles").

Section 4. The date of the adoption of the Restated Articles is February 15, 1999.

ARTICLE II
MANNER OF ADOPTION AND VOTE

Section 1. The Restated Articles contain amendments requiring shareholder approval.

Section 2. Action by Directors. The Board of Directors of the Corporation duly adopted resolutions proposing to amend and restate the Articles of Incorporation in the form attached hereto as Exhibit A and directing that the consent of the sole shareholder to the proposed amendment be obtained. The resolutions were adopted by a signed Written Consent of the Board of Directors, dated February 15, 1999.

Section 3. Action by Sole Shareholder. The Sole Shareholder of the Corporation adopted the proposed Restated Articles by a signed Written Consent of the Sole Shareholder dated February 15, 1999.

ARTICLE V
Incorporator

The name and address of the incorporator of the Corporation is Glenn Scolnik, Hammond, Kennedy, Whitney & Company, Inc., 8888 Keystone Crossing, Suite 690, Indianapolis, Indiana 46240.