



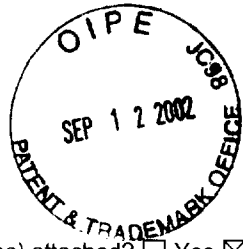
To the Honorable Commissioner

102225045

e attached original documents or copy thereof.

1. Name(s) of conveying party(ies):
Dynisco Hotrunners, Inc.

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



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

3. Nature of conveyance:

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

9.12.02

Execution Date: June 1, 2001

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

Name: Synventive Molding Solutions, Inc.

Address: 35 Emerson Avenue, Gloucester, MA 01930-2506

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation, a Delaware corporation
- Other:

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

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application Number(s):

B. Trademark Registration Number(s):

2601360

Additional numbers attached?

Yes No

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

Name: Lawrence M. Oliverio, Esq.

Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

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.

Lawrence M. Oliverio

Name of person signing

Lawrence M. Oliverio

Signature

September 12, 2002

Date

Total number of pages including cover sheet, attachments and documents: 12

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FEDERAL IDENTIFICATION NO. 04269191

FEDERAL IDENTIFICATION NO. _____

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

(S)

OSI

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER (General Laws, Chapter 156B, Section 79)

~~*Consolidation~~ / *merger of

(M) Dynisco HotRunners, Inc., a Massachusetts
corporation

(S) Synventive Mo'ding Solutions, Inc.
a Delaware corporation (LNR)

the constituent corporation~~s~~ into

(S) Synventive Molding Solutions, Inc. (LNR)

~~*Corporation~~ / *one of the constituent corporations organized under the laws of Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing: June 1, 2001

3. (For a merger)

*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

C
P
M
R.A.

Delete the inapplicable words.
Notes: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring such addition is clearly indicated.

P.C.

156B 79a 4-99

(20) a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

None

(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

None

(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

None

**If there are no provisions state "None"

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the ~~merging~~ / ~~surviving~~ corporation.

(a) The street address of the ~~merging~~ / ~~surviving~~ corporation in Massachusetts is: (post office boxes are not acceptable)
35 Learson Avenue, Gloucester, Massachusetts 01930

(b) The name, residential address, and post office address of each director and officer of the ~~merging~~ / ~~surviving~~ corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	W. T. Clements	9 Old Ranch Road	Laguna Niguel, CA 92677
Treasurer:	Robin Stark	77 Mt. Pleasant Avenue,	Gloucester, MA 01930
Clerk:	Robin Stark	77 Mt. Pleasant Avenue,	Gloucester, MA 01930
Directors:	W. T. Clements	9 Old Ranch Road	Laguna Niguel, CA 92677
	J. L. Hamling	641 Old Hickory Blvd, #315	Brentwood, TN 37027

(c) The fiscal year (i.e. tax year) of the ~~merging~~ / ~~surviving~~ corporation shall end on the last day of the month of:
December 31

(d) The name and business address of the resident agent, if any, of the ~~merging~~ / ~~surviving~~ corporation is:
Corporation Service Company, 84 State Street, Boston, Massachusetts 02109

The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of ~~consolidation~~ / ~~merger~~ has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 78.



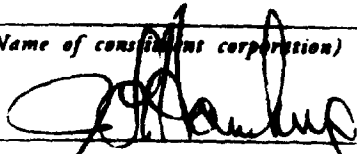
~~President~~ / Vice President.



~~Clerk~~ / Assistant Clerk.

of Dynisco HotRunners, Inc.

(Name of constituent corporation)



~~President~~ / ~~Vice President~~.



~~Clerk~~ / ~~Assistant Clerk~~.

of Synventive Molding Solutions, Inc.

(Name of constituent corporation)

*Delete the in applicable words.

AGREEMENT OF MERGER

OF

DYNISCO HOTRUNNERS, INC.
(a Massachusetts corporation)

INTO

SYVENTIVE MOLDING SOLUTIONS, INC.
(a Delaware corporation)

1. **Synventive Molding Solutions, Inc., which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of common stock of Dynisco HotRunners, Inc., which is a business corporation of the Commonwealth of Massachusetts, hereby merges Dynisco HotRunners, Inc. with and into Synventive Molding Solutions, Inc. pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts and the provisions of the laws of the State of Delaware.**
2. **The separate existence of Dynisco HotRunners, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts; and Synventive Molding Solutions, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization, Delaware.**
3. **The issued shares of Dynisco HotRunners, Inc. shall not be converted in any manner, but each said share, which is issued as of the effective date of the merger, shall be surrendered and extinguished.**
4. **The effective date of the merger herein provided for insofar as the provisions of the Business Corporation Law of the Commonwealth of Massachusetts shall govern the same shall be June 1, 2001 the date determined by action of the Board of Directors of Synventive Molding Solutions, Inc.**
5. **Effective the date of the merger, all of the estate, property, rights, privileges, powers and franchises of Dynisco HotRunners, Inc. be vested in and held and enjoyed by Synventive Molding Solutions, Inc. as fully and entirely and without change or diminution as the same were before held and enjoyed by Dynisco HotRunners, Inc.**

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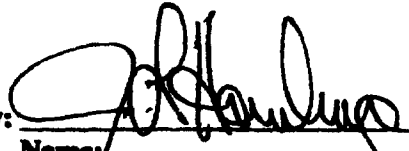
6. The Board of Directors and proper officers of Synventive Molding Solutions, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for.

7. The merger herein provided for may be abandoned by action of the Board of Directors of Synventive Molding Solutions, Inc. at any time prior to the filing of the Articles of Merger by the Secretary of the Commonwealth of Massachusetts in the event that it shall deem it to be in the best interest of the corporations to abandon the merger.

DYNISCO HOTRUNNERS, INC.

By: 
Name:
Title:

SYNVENTIVE MOLDING SOLUTIONS, INC.

By: 
Name:
Title:

**SYNVENTIVE MOLDING SOLUTIONS, INC.
UNANIMOUS WRITTEN CONSENT OF DIRECTORS**

The undersigned, being all of the directors of **SYNVENTIVE MOLDING SOLUTIONS, INC.**, a Delaware corporation, acting pursuant to the procedures established by Section 141(f) of the Delaware General Corporation Law, hereby adopt the following resolutions to have the same effect as if they had been duly adopted at a meeting of the board of directors, and hereby consent to the taking of the action referred to in such resolutions:

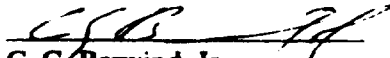
RESOLVED, that, effective June 1, 2001, Dynisco HotRunners, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Dynisco HotRunners, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Dynisco HotRunners, Inc. in its name; and,

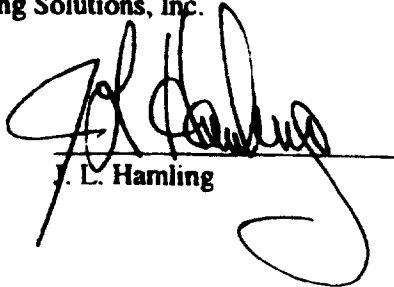
FURTHER RESOLVED, that this Corporation assume all of the obligations of Dynisco HotRunners, Inc.; and,

FURTHER RESOLVED, the separate existence of Dynisco HotRunners, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts; and Synventive Molding Solutions, Inc. shall continue its existence as the surviving corporation pursuant to the Delaware General Corporation Law; and,

FURTHER RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the Commonwealth of Massachusetts, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Dynisco HotRunners, Inc. and of this Corporation and in any other appropriate jurisdiction; and,

FURTHER RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be June 1, 2001, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective time of the merger of Dynisco HotRunners, Inc. into Synventive Molding Solutions, Inc.


C. G. Berwind, Jr.


J. L. Hamling

DATED AS OF MAY 8, 2001

09039744

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER

(General Laws, Chapter 156B, Section 78)

SECRETARY OF THE
COMMONWEALTH
01 MAY 18 PM 12:50
CORPORATION DIVISION

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 250, having been paid,
said articles are deemed to have been filed with me this 18th
day of May, 20 01.

Effective date: June 1, 2001

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 6/14/01 CLERK *[Signature]*

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Telephone

TRADEMARK

REF: 002085 FRAME: 0292

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"DYNISCO HOTRUNNERS, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "SYNVENTIVE MOLDING SOLUTIONS, INC." UNDER THE NAME OF "SYNVENTIVE MOLDING SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JUNE, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0952112 8100M

AUTHENTICATION: 1157267

010255063

DATE: 05-29-01

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

DYNISCO HOTRUNNERS, INC.
(a Massachusetts corporation)

INTO

SYNVENTIVE MOLDING SOLUTIONS, INC.
(a Delaware corporation)

It is hereby certified that:

1. Synventive Molding Solutions, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Dynisco HotRunners, Inc., which is a business corporation of the State of Massachusetts.
3. The laws of the jurisdiction of organization of Dynisco HotRunners, Inc. permit the merger of a business corporation of that jurisdiction with and into a business corporation of another jurisdiction.
4. The Corporation hereby merges Dynisco HotRunners, Inc. with and into the Corporation.
5. The following is a copy of the resolutions adopted on May 8, 2001 by the Board of Directors of the Corporation to merge the said Dynisco HotRunners, Inc. into the Corporation.

RESOLVED, that, effective June 1, 2001, Dynisco HotRunners, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Dynisco HotRunners, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Dynisco HotRunners, Inc in its name; and,

FURTHER RESOLVED, that this Corporation assume all of the obligations of Dynisco HotRunners, Inc.; and,

FURTHER RESOLVED, that the separate existence of Dynisco HotRunners, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts; and Synventive Molding Solutions, Inc. shall continue its existence as the surviving corporation pursuant to the Delaware General Corporation Law; and,

FURTHER RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the Commonwealth of Massachusetts, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Dynisco HotRunners, Inc. and of this Corporation and in any other appropriate jurisdiction; and,

FURTHER RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be June 1, 2001, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective time of the merger of Dynisco HotRunners, Inc. into Synventive Molding Solutions, Inc.

Executed on May 9, 2001

SYNVENTIVE MOLDING SOLUTIONS, INC.

BY: 

Name: J.L. Hamling

Title: President


Attest:



Name: Mary A. LaRue

Title: Secretary

05/16 01 14:27 NO.367 02/02

CSJ

RECORDED: 09/12/2002

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