

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Thermadyne Industries, Inc.		05/21/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Victor Technologies International, Inc.		
Street Address:	16052 Swingley Ridge Road, Suite 300		
City:	Chesterfield		
State/Country:	MISSOURI		
Postal Code:	63017		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Serial Number:	85409515	3 IN 1	
Serial Number:	85628510	VICTOR TECHNOLOGIES	
Serial Number:	85628515	VICTOR	
Registration Number:	2030221	THERMADYNE	
Registration Number:	1540263	THERMADYNE	
Registration Number:	1585328	THERMADYNE	
Registration Number:	1558889	FABRICATOR	
Registration Number:	2265811	SMART LOGIC	
CORRESPONDENCE DATA			
Fax Number:	3146122323		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	314-621-5070		
Email:	iptm@armstrongteasdale.com		
Correspondent Name:	Tiffany L. Schwartz		

CH \$215.00 85409515

Address Line 1: 7700 Forsyth Boulevard, Suite 1800  
Address Line 4: St. Louis, MISSOURI 63105

ATTORNEY DOCKET NUMBER:	29264-8203
NAME OF SUBMITTER:	Tiffany L. Schwartz
Signature:	/tls/
Date:	06/25/2012

**Total Attachments: 5**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THERMADYNE INDUSTRIES, INC.", CHANGING ITS NAME FROM "THERMADYNE INDUSTRIES, INC." TO "VICTOR TECHNOLOGIES INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 2012, AT 10:24 O'CLOCK A.M.


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

0893213 8100

120595659

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9584836  
DATE: 05-21-12

TRADEMARK  
REEL: 004807 FRAME: 0873

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
THERMADYNE INDUSTRIES, INC.**

The original Certificate of Incorporation of Palco Industrial Products, Inc. (the "Corporation") was filed with the Secretary of State of Delaware on May 30, 1980. This Second Amended and Restated Certificate of Incorporation has been duly adopted by the Corporation in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL"). The text of the Certificate of Incorporation is amended and restated (the "Certificate of Incorporation") in its entirety to read as follows:

**FIRST:** The name of the Corporation is Victor Technologies International, Inc.

**SECOND:** The registered office of the Corporation in the State of Delaware is located at 160 Greentree Dr., Ste. 101, in the City of Dover, County of Kent. The name of the registered agent of the Corporation at such address is National Registered Agents, Inc.

**THIRD:** The purpose for which the Corporation is organized is to engage in any and all lawful acts and activity for which corporations may be organized under the DGCL. The Corporation will have perpetual existence.

**FOURTH:** The total number of shares of stock that the Corporation shall have authority to issue is 1,000 shares of common stock, par value \$.01 per share. Notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue nonvoting equity securities. This prohibition on issuance of nonvoting equity securities is included in this Amended and Restated Certificate of Incorporation in compliance with Section 1123 of the Bankruptcy Code, and shall have no force and effect except to the extent and for so long as such Section 1123 is applicable to the Corporation.

**FIFTH:** Directors of the Corporation need not be elected by written ballot unless the bylaws of the Corporation otherwise provide.

**SIXTH:** The directors of the Corporation shall have the power to adopt, amend, and repeal the bylaws of the Corporation.

**SEVENTH:** No contract or transaction between the Corporation and one or more of its directors, officers, or stockholders or between the Corporation and any person (as used herein "person" means other corporation, partnership, association, firm, trust, joint venture, political subdivision, or instrumentality) or other organization in which one or more of its directors, officers, or stockholders are directors, officers, or stockholders, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee that authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if: (i) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the

material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the board of directors, a committee thereof, or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

EIGHTH: The Corporation shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise to the fullest extent permitted under the DGCL as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Article Eighth is in effect. Any repeal or amendment of this Article Eighth shall be prospective only, and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article Eighth. Such right shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the DGCL, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the DGCL, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, by-law, resolution of stockholders or directors agreement, or otherwise.

The Corporation may additionally indemnify any employee or agent of the Corporation to the fullest extent permitted by law.

As used herein, the term "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

NINTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or amendment of this Article Ninth by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Ninth, a director shall not be liable to the Corporation or its stockholders to such further extent as permitted by any law hereafter enacted including without limitation any subsequent amendment to the DGCL.

TENTH: The Corporation expressly elects not to be governed by Section 203 of the DGCL.

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IN WITNESS WHEREOF, the undersigned has duly executed this Amended and Restated Certificate of Incorporation on this 21st day of May, 2012.

/s/ Nick H. Varsam

Name: Nick H. Varsam

Title: Vice President, General Counsel and Secretary