

09-03-1998



To the Honorable Commissioner of Patents and Trademarks

100806717

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Bright Star Industries, Incorporated

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

MRD 8-28-98

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

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

Name: Koehler-Bright Star, Inc.

Street Address: 300 Stewart Rd.

City: Wilkes-Barre State: Pa. Zip: 18706

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

3. Nature of conveyance:

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

Execution Date: June 15, 1998

EXPRESS MAIL SERVICE
Date: 8/28/98 SN 445427041

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

A. Trademark Application No.(s)

THE BRIGHTEST POWER TOOL - Sn. 75/139,124

B. Trademark Registration No.(s)

I hereby certify that on the date indicated above I deposited this paper or fee with the U.S. Postal Service for delivery to the Commissioner of Patents & Trademarks, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

See Attached Schedule A

Name (Print) Signature

Additional numbers attached? Yes No

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

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

6. Total number of applications and registrations involved:

24

7. Total fee (37 CFR 3.41):.....\$615.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04-0100

(Attach duplicate copy of this page if paying by deposit account)

09/03/1998 TT0M11 00000041 75139124
01 FC:A01 40.00 OP
02 FC:A02 575.00 OP

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.

Lucille P. Nichols
Name of Person Signing

Lucille P. Nichols
Signature

August 28, 1998
Date

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

10

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



SCHEDULE A



UNITED STATES

<u>Trademark</u>	<u>Registration No.</u>
1. USALITE & Design	146,384
2. BRIGHT STAR & Design	362,599
3. USALITE & Design	397,107
4. USALITE	662,812
5. BRIGHT STAR & Design	707,501
6. BRIGHT STAR & Design	714,670
7. LIGHT TOUCH	714,982
8. GULCO	716,953
9. DIRECTOR-LITE	794,384
10. KENT	808,403
11. CLIFTON	814,876
12. NIGHT WATCH-5	1,039,169
13. TUFLEXX	1,100,639
14. TESTMATE	1,218,153
15. BRIGHT STAR & Design	1,219,781
16. POWER SHOT	1,216,480
17. COMET	1,464,490
18. TAURUS	1,497,593
19. BRIGHT STAR & Design	1,862,331
20. AMERICA'S FIRST CHOICE	1,881,692
21. FLASH FLARE	1,926,374
22. POWER BRIGHT	2,152,192
23. THE SMART LIGHT	2,165,502

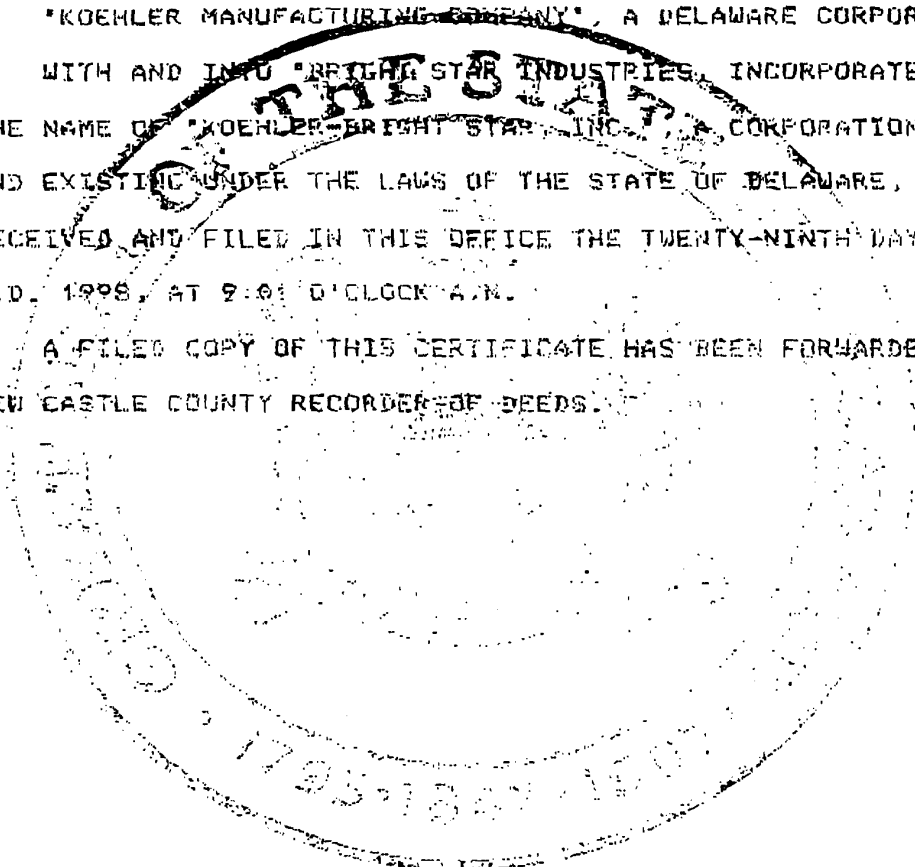
State of Delaware

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:

"KOEHLER MANUFACTURING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "BRIGHT STAR INDUSTRIES, INCORPORATED" UNDER THE NAME OF "KOEHLER-BRIGHT STAR, INC." CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 9:01 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2587878 8100H

981253199

AUTHENTICATION:

DATE:

9171984

06-30-98

**CERTIFICATE OF OWNERSHIP AND MERGER**

OF

KOEHLER MANUFACTURING COMPANY
a Delaware corporation

INTO

BRIGHT STAR INDUSTRIES, INCORPORATED
a Delaware corporation

It is hereby certified that:

1. **KOEHLER MANUFACTURING COMPANY** (hereinafter called the "Corporation") is a corporation of the State of Delaware.
2. The Corporation, as the owner of all of the outstanding shares of the stock of **BRIGHT STAR INDUSTRIES, INCORPORATED** (hereinafter called "BRIGHT STAR"), hereby merges itself into **BRIGHT STAR**, a corporation of the State of Delaware.
3. The following is a copy of the resolutions adopted on the 15th day of June, 1998, by the Board of Directors of the Corporation to merge the Corporation into **BRIGHT STAR**:

RESOLVED, that this Corporation be merged into **BRIGHT STAR** pursuant to the laws of the State of Delaware as hereinafter provided, so that the separate existence of this Corporation shall cease as soon as the merger shall become effective, and thereupon this corporation and **BRIGHT STAR** will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED, that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers and franchises of this Corporation shall become vested in and be held by **BRIGHT STAR** as fully and entirely and without change or diminution as the same were before held and enjoyed by this Corporation, and **BRIGHT STAR** shall assume all of the obligations of this Corporation.

(b) Each share of common stock, \$1.00 par value, of this Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock, \$1.00 par value, of BRIGHT STAR, and, from and after the effective time of the merger, the holders of all said issued and outstanding shares of common stock of this Corporation shall automatically be and become holders of shares of BRIGHT STAR upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of this Corporation may surrender the same to BRIGHT STAR at its office at 380 Stewart Road, Wilkes-Barre, Pennsylvania, and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of BRIGHT STAR. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of this Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of BRIGHT STAR.

(d) From and after the effective time of the merger, the Certificate of Incorporation and the By-laws of BRIGHT STAR shall be the Certificate of Incorporation and the By-laws of BRIGHT STAR as in effect immediately prior to such effective time, except that Article First of the Certificate of Incorporation, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

"FIRST: The name of the corporation is: KOEHLER-BRIGHT STAR, INC."

and said Certificate of Incorporation, as herein amended and changed, shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

(e) The members of the Board of Directors and officers of BRIGHT STAR after the effective time of the merger shall be those persons who were members of the Board of Directors and the corresponding officers of BRIGHT STAR immediately before the effective time of the merger.

(f) From and after the effective time of the merger, the assets and liabilities of this Corporation and of BRIGHT STAR shall be entered on the books of BRIGHT STAR at the amounts at which they shall be carried at such time on the respective books of this Corporation and of BRIGHT STAR, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of BRIGHT STAR, in accordance with generally accepted accounting principles, the capital and surplus of BRIGHT STAR shall be equal to the capital and surplus of this Corporation and of BRIGHT STAR.



The proposed merger herein certified has been approved in writing by the sole stockholder of all of the outstanding stock of this Corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

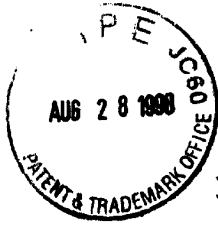
5. The effective time of the Certificate of Ownership and Merger, and the time when the merger therein certified shall become effective, shall be June 30, 1998, at 11:59 P.M.

IN WITNESS WHEREOF, Koehler Manufacturing Company has caused this Certificate of Ownership and Merger to be executed by its officer thereunder duly authorized this 15th day of June, 1998.

KOEHLER MANUFACTURING COMPANY

By: *R.C. Gluch*
Vice President R.C. Gluch

MP



AGREEMENT OF MERGER

KOEHLER MANUFACTURING COMPANY
a Delaware corporation

into

BRIGHT STAR INDUSTRIES, INCORPORATED
a Delaware corporation

AGREEMENT OF MERGER, approved on the 15th day of June, 1998, by KOEHLER MANUFACTURING COMPANY, a business corporation of the State of Delaware (hereinafter sometimes referred to as "Koehler" or as the "Terminating Corporation"), and by resolution adopted by its Board of Directors on said date, and approved on the 15th day of June, 1998, by BRIGHT STAR INDUSTRIES, INCORPORATED, a business corporation of the State of Delaware (hereinafter sometimes referred to as "Bright Star" or as the "Surviving Corporation"), and by resolution adopted by its Board of Directors on said date.

WITNESSETH:

WHEREAS, Koehler is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Koehler has authority to issue is 1,000 shares, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Bright Star is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Bright Star has authority to issue is 1,000 shares, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Koehler and Bright Star and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interest of said corporations and their respective stockholders to merge Koehler with and into Bright Star pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Koehler and duly approved by a resolution adopted by the Board of Directors of Bright Star, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Koehler and Bright Star shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Bright Star, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation, and which, upon the effective time of the merger shall change its name to KOEHLER-BRIGHT STAR, INC., pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of Koehler, which is hereinafter sometimes referred to as the "Terminating Corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said Surviving Corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware, except that Article First of the Certificate of Incorporation, relating to the name of

the corporation, will be amended and changed upon the merger so as to change the name of the Surviving Corporation to KOEHLER-BRIGHT STAR, INC.

3. The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended and therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the Surviving Corporation immediately before the effective time of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, at the effective time of the merger, cease to exist and all certificates representing such shares shall be cancelled and no cash or other property shall be issued in the merger in respect thereof. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the Surviving Corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the Terminating Corporation and of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and 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 this Agreement of Merger or of the merger herein provided for.

8. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be June 30, 1998 at 11:59 P.M.

9. Notwithstanding the full adoption of this Agreement of Merger, the said Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware, by the mutual consent of the Constituent Corporations, evidenced by appropriate resolutions of their respective Boards of Directors.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed and attested upon behalf of each of the Constituent Corporations parties thereto, all as of the day and year first above written.

KOEHLER MANUFACTURING COMPANY
a Delaware corporation

Attest:

R. W. [Signature]
Secretary

By: *[Signature]*
Vice President

R

BRIGHT STAR INDUSTRIES, INC.
a Delaware corporation

Attest:

R. W. [Signature]
Secretary

By: *[Signature]*
Vice President

MP

TRADEMARK