

06-08-2000



101375797
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MRD 5-18-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
9/27/99

Conveying Party

Mark if additional names of conveying parties attached

Name OMNIQUIP INTERNATIONAL, INC. Execution Date 09/27/99
Month Day Year

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name OMNIQUIP TEXTRON INTERNATIONAL INC.

DBA/AKATA _____

Composed of _____

Address (line 1) 222 EAST MAIN STREET

Address (line 2) _____

Address (line 3) PORT WASHINGTON WI/USA 53074
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization DELAWARE

06/07/2000 JSHABAZZ 00000082 2177512

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 75.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002084 FRAME: 0599

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2177512"/>	<input type="text" value="2248392"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2227926"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2307836"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

GABRIELLE S. ROTH

Gabrielle S. Roth

5/18/00

Name of Person Signing

Signature

Date Signed

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:

"TELESCOPE ACQUISITION INC.", A DELAWARE CORPORATION, WITH AND INTO "OMNIQUIP INTERNATIONAL, INC." UNDER THE NAME OF "OMNIQUIP TEXTRON INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1999, AT 2:15 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2506507 8100M

991404833

AUTHENTICATION: 9992380

DATE: 09-27-99

TRADEMARK
REEL: 002084 FRAME: 0601

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TELESCOPE ACQUISITION INC.

INTO

OMNIQUIP INTERNATIONAL, INC.

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

Pursuant to Section 253 of the General Corporation Law of Delaware (the "DGCL"), Telescope Acquisition Inc., a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger (the "Merger") of the Company with and into OmniQuip International, Inc., a Delaware corporation ("OmniQuip"), with OmniQuip remaining as the surviving corporation:

FIRST: The names and states of incorporation of each of the constituent corporations to the Merger are as follows: Telescope Acquisition Inc., a Delaware corporation, and OmniQuip International, Inc., a Delaware corporation.

SECOND: That the Company owns at least ninety percent (90%) of all of the outstanding shares of the Common Stock, par value \$.01 per share, of OmniQuip, which is the only class of capital stock of OmniQuip outstanding.

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent dated September 27, 1999 pursuant to Section 141(f) of the DGCL, determined to merge itself into OmniQuip, with OmniQuip being the surviving corporation (the "Surviving Corporation") pursuant to Section 253 of the DGCL:

RESOLVED, that it is advisable and in the best interests of the Company and its stockholders that the Company merge (the "Merger") itself into OmniQuip International, Inc. ("OmniQuip") pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") with OmniQuip being the surviving corporation (the "Surviving Corporation"); and further

RESOLVED, that in accordance with Section 103(d) of the DGCL the Merger shall become effective upon the filing of

the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time"); and further

RESOLVED, that at the Effective Time, the certificate of incorporation of the Company as in effect immediately prior to the Effective Time shall be amended and restated so as to read in its entirety in the form set forth as Exhibit A hereto, and, as so amended and restated, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation; and further

RESOLVED, that, at the Effective Time, the By-Laws of the Company shall be the By-Laws of the Surviving Corporation; and further

RESOLVED, that at the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof:

(i) Each share of Common Stock, par value \$.01 per share (the "Shares"), of OmniQuip outstanding immediately prior to the Effective Time (other than Shares held in the treasury of OmniQuip or Shares owned by Textron Inc. ("Parent"), the Company or any other direct or indirect subsidiary of Parent or OmniQuip, which shall be cancelled, and Shares held by stockholders who are entitled to demand and properly demand appraisal of their Shares and who comply with all of the provisions of Delaware law relating thereto) shall be converted into the right to receive \$21.00 in cash per share, payable to the holder thereof without interest thereon, upon the surrender of the certificate formerly representing such Share;

(ii) Each Share of the Company outstanding immediately prior to the Effective Time shall be converted into and shall thereafter evidence one fully paid and nonassessable share of Common Stock, par value \$.01 per share, of the Surviving Corporation; and

(iii) The Directors of the Company immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each of such directors to hold office, subject to the applicable provisions of the certificate of incorporation and by-laws of the Surviving

Corporation, until their successors shall be duly elected or appointed and shall duly qualify; and further

RESOLVED, that the proper officers of the Company be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge the Company into OmniQuip and the date of adoption thereof, in such form as the officer or officers executing the same shall approve, the signature of such officer thereon to be conclusive evidence of the approval of such form, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger; and further

RESOLVED, that all actions heretofore taken to date, and any and all things heretofore done by any officer or director of the Company in furtherance of and consistent with the matters authorized by the foregoing resolutions, are hereby in all respects authorized, approved, ratified and confirmed; and further

RESOLVED that the proper officers of the Company be, and each of them hereby is, authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Company or otherwise as each such officer may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions and any of the transactions contemplated thereby; and further

RESOLVED, that the Secretary of the Company is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or desirable in the opinion of the such Secretary, a true copy of the foregoing resolutions; and further

RESOLVED, that each officer of the Company be, and each of them hereby is, authorized and directed to file this Unanimous Written Consent with the minutes of the proceedings of the Board.

FOURTH: That at the Effective Time, the certificate of incorporation of the Company as in effect immediately prior to the Effective Time shall be amended and

restated so as to read in its entirety in the form set forth as Exhibit A hereto, and as amended and restated, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the Merger described herein has been approved by the stockholder of the Company by written consent pursuant to Section 228 of the DGCL.

SIXTH: That in accordance with Section 103(d) of the DGCL, the Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

248-01-11-11-11-11-11-11

IN WITNESS WHEREOF, the Company has caused this certificate to be signed
by its authorized officer, this 27th day of September 1999.

TELESCOPE ACQUISITION INC.

By: *Ann T. Willaman*

Name: Ann T. Willaman

Title: Vice President and Secretary

19-100-11100-13-11

EXHIBIT A

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AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

TELESCOPE ACQUISITION INC.
(Originally incorporated on August 16, 1999)

I, Frank J. Feraco, President of Telescope Acquisition Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware that, pursuant to the amendments reflected below, is changing its name to "OmniQuip Textron International Inc." (the "Corporation"), do hereby certify that the Certificate of Incorporation of the Corporation has been amended, and restated as so amended, in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware, and, as so amended and restated, is set forth in its entirety as follows:

5.

1. The name of the Corporation is

OMNIQUIP TEXTRON INTERNATIONAL INC.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the businesses or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Without limiting in any manner the scope and generality of the foregoing, the Corporation shall have the following business and purposes:

To make, manufacture, produce, prepare, process, purchase or otherwise acquire, and to hold, use, sell import, export or otherwise trade or deal in and with goods, wares, products, merchandise, machines, machinery, appliances and apparatus, of every kind, nature and description, and, in general, to engage or participate in any manufacturing or other business of any kind or character whatsoever, including, but not by way of limitation, importing, exporting, mining, quarrying, producing, farming, agriculture, forestry, construction, management, advisory, mercantile, financial or investment business, any business engaged in rendering any manner of services and any business of buying, selling, leasing or dealing in properties of any and all kinds, whether any such business is located in the United States of America or in any other country in the world, and whether or not related to, conducive to, incidental to, or in any way connection with, the foregoing business:

To make contracts, including contracts of guaranty and suretyship, incur liabilities, and to borrow money for its corporate purposes from time to time in currency of the United States or of any other country and without limit as to amount; to issue and sell from time to time, its own securities in such amounts, on such terms and conditions, for such purposes and for such considerations, as may now or hereafter be permitted by the laws, of the State of Delaware; and to secure such securities by mortgage upon, or the pledge of, or the conveyance and assignment in trust of, the whole or any part of the properties, assets, business and goodwill of the Corporation then owned or thereafter acquired;

To purchase or otherwise acquire and to hold, pledge, sell, exchange or otherwise dispose of securities (which term includes any shares of stocks, bonds, debentures, notes, mortgages or other obligations and any certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets) created or issued by any person, firm, association, corporation (including, to the extent permitted by the Laws of the State of Delaware, the Corporation) or government or subdivision, agency or instrumentality thereof, wherever located; to make payment therefor in any lawful manner; and to exercise, as owner or holder thereof, any and all rights, powers and privileges in respect thereof (to the extent aforesaid);

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of the State of Delaware or by any other law of the State of Delaware or by this certificate of incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

The total number of shares of all classes of stock which the Corporation shall be authorized to issue is one thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00), amount to an aggregate par value of One Thousand Dollars (\$1,000.00).

The name and mailing address of the sole incorporator is as follows:

Ann T. Willaman
40 Westminster Street
Providence, Rhode Island 02903

The Corporation is to have perpetual existence.

7. In furtherance and not to limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the By-laws of the Corporation;

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves of any proper purpose and to abolish any such reserve in the manner in which it was created;

By a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The By-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of Directors, or in the By-laws of the corporation, shall have and may exercise all the powers and authority of the board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the by-laws of the Corporation; and, unless the resolution or By-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock;

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent

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provided by applicable law, (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 a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. No amendment to or repeal of this Section IX shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendments.

9. Meetings of stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation. Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.
10. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto signed his name and affirms that the statements made in this Amended and Restated Certificate of Incorporation are true under the penalties of perjury this 27th day of September, 1999.

TELESCOPE ACQUISITION INC.
(OmniQuip Textron International, Inc.
after giving effect to the name change reflected herein)

By: Frank J. Feraco
Name: Frank J. Feraco
Title: President

Attest:

Bhikhaji M. Maneckji
Name: Bhikhaji M. Maneckji
Title: Vice President, General
Counsel and Assistant Secretary

May 18, 2000

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513
Box: Assignments



Re: Change of Name from Omniquip International, Inc. to
Omniquip Textron International Inc.
U.S. Trademark Registration Nos: 2,177,512;
2,227,926; 2,307,836; and 2,248,392
Our Reference: O2900.0004/T004

Madam

Attached hereto for filing is the following:

- 1 Recordation Form Cover Sheet;
- 2 Certificate of Ownership and Merger Merging Telescope Acquisition Inc. into Omniquip International, Inc.
- 3 Check for \$115.00.

The Commissioner is hereby authorized to charge any fees which may be required to Deposit Account No. 04 1073. A duplicate copy of this letter is enclosed.

Respectfully submitted,

Gabrielle S. Roth
Gabrielle S. Roth

GSR/sds

Enclosures