

02-15-2002

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101984279

Tab number 000

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

1. Name of conveying party(ies):

Anderson Screw Products, Inc.

2.1.02

- Individual(s)
- General Partnership
- Corporation-State New York
- Other
- Association
- Limited Partnership

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

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

Name: Anderson Precision, Inc.

Internal Address: FEB - 1 2002

Street Address: 20 Livingston Avenue

City Jamestown State NY ZIP 14701

- Individual(s) (citizenship)
- Association
- General Partnership
- Limited Partnership
- Corporation-State NEW YORK
- Other

If assignee is not domiciled in the United States, a domestic rep. sensitive designation is attached: Yes No

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: December 31, 2001

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

A. Trademark Application No.(s)

B. Trademark registration No.(s) 626,070
706,618

Additional numbers attached? Yes No

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

Name: Annabelle V. Irey

Internal Address: Phillips, Lytle, Hitchcock,
Blaine & Huber LLP

Street Address: 3400 HSBC Center

City: Buffalo State: NY ZIP: 14203

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Annabelle V. Irey

Name of Person Signing

Annabelle V. Irey
Signature

January 9, 2002
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

MAILER 06000085 626070

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

TRADEMARK

State of New York }
Department of State } SS:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **JAN 07 2002**



A handwritten signature in black ink, appearing to be "J. Lee", with a long horizontal line extending to the right.

Special Deputy Secretary of State

F 011220000885

87-01

CERTIFICATE OF MERGER

OF

ANDERSON TECHNOLOGY, INC.

AND

ANDERSON SCREW PRODUCTS, INC.

INTO

ANDERSON SCREW PRODUCTS, INC.

PURSUANT TO SECTION 904 OF THE BUSINESS CORPORATION LAW

The undersigned hereby certify as follows:

1. (a) The names of each constituent corporation to the merger are

Anderson Technology, Inc. and Anderson Screw Products, Inc. The name under which Anderson Screw Products, Inc. was formed is Anderson Machine Corporation.

(b) The name of the surviving corporation is Anderson Screw

Products, Inc. under the new name of Anderson Precision, Inc. (the "Surviving Corporation").

2. The designation and number of outstanding shares of each class of each

corporation to be merged are as follows:

<u>Name of Corporation</u>	<u>Designation and Number of Outstanding Shares</u>
Anderson Technology, Inc.	Class A Voting Common Without Par Value - 175
	Class B Non-Voting Common Without Par Value - 250

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Anderson Screw Products, Inc.

Class A Voting Common
\$100 Par Value - 3,022

Class B Non-Voting Common
\$100 Par Value - 226

3. The amendments or changes in the Certificate of Incorporation of the Surviving Corporation, to be effected by the merger are as follows:

(a) Paragraph FIRST of the Certificate of Incorporation is hereby amended to change the name, and shall read in its entirety as follows:

"FIRST: The name of the corporation is Anderson Precision, Inc."

(b) Paragraph SECOND of the Certificate of Incorporation is hereby amended to enlarge the purposes, and shall read in its entirety as follows:

"SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained."

(c) A new Paragraph NINTH is hereby added to the Certificate of Incorporation to add a provision limiting the liability of directors of the corporation in certain circumstances, and shall read in its entirety as follows:

"NINTH: To the fullest extent that the Business Corporation Law of the State of New York, as the same exists or may hereafter be amended, permits elimination or limitation of the liability of directors, no director of the corporation shall be liable to the corporation or its shareholders for damages for any breach of duty in such capacity. Any repeal or modification of this Paragraph by the shareholders

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of the corporation shall be prospective only and shall not adversely affect any elimination or limitation of the personal liability of a director of the corporation for acts or omissions occurring prior to the effective date of such repeal or modification.”

4. The effective date of the merger shall be December 31, 2001.
5. The dates when the certificates of incorporation of each of the constituent

corporations to be merged were filed with the Department of State of the State of New York are as follows:

<u>Name of Corporation</u>	<u>Date of Filing</u>
Anderson Technology, Inc.	December 16, 1993
Anderson Screw Products, Inc.	October 31, 1938

5. (a) The merger was authorized with respect to Anderson Technology, Inc. by the unanimous written consent of the board of directors of Anderson Technology, Inc. followed by the unanimous written consent of the holders of all outstanding shares of Anderson Technology, Inc.

(b) The merger was authorized with respect to Anderson Screw Products, Inc. by the unanimous written consent of the board of directors of Anderson Screw Products, Inc. followed by the unanimous written consent of the holders of all outstanding shares of Anderson Screw Products, Inc.

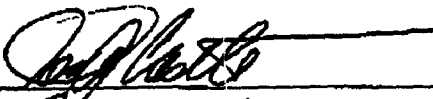
3

IN WITNESS WHEREOF, the undersigned hereby make and sign this Certificate on the 17th day of December, 2001, and the undersigned affirm the statements contained herein as true under penalties of perjury.

ANDERSON TECHNOLOGY, INC.

By 
Christopher C. Castle, President

ANDERSON SCREW PRODUCTS, INC.

By 
TOM A. CASTLE CEO.

1149313.1

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N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

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ENTITY NAME: ANDERSON PRECISION, INC.

DOCUMENT TYPE: RESERVATION FOR CHANGE OF NAME

SERVICE COMPANY: CAPITOL SERVICES, INC.

SERVICE CODE: 01

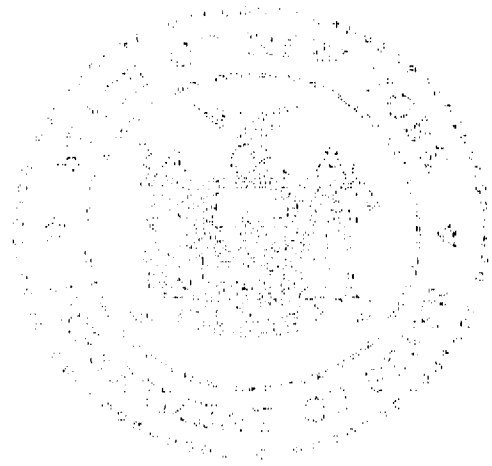
APPLICANT NAME : ANDERSON PRECISION, INC.

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FILED:11/28/2001 DURATION:01/28/2002 CASH#:011128000427 FILM #:011128000423

ADDRESS FOR PROCESS

REGISTERED AGENT



** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

FILER	FEES		PAYMENTS	
-----	-----	45.00	-----	45.00
ANDERSON SCREW PRODUCTS INC	FILING	20.00	CASH	0.00
C/O PHILIPS LYTLE ETAL	TAX	0.00	CHECK	0.00
3400 HSBC CENTER	CERT	0.00	CHARGE	0.00
BUFFALO, NY 14203	COPIES	0.00	DRAWDOWN	45.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00

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DOS-1025 (11/89)

TRADEMARK
REEL: 002443 FRAME: 0818

CSI-01

**CERTIFICATE OF MERGER
OF
ANDERSON TECHNOLOGY, INC.
AND
ANDERSON SCREW PRODUCTS, INC.
INTO
ANDERSON SCREW PRODUCTS, INC.**

Pursuant to Section 904 of the Business Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

DEC 20 2001

12/31/01

FILED
TAXS
BY:

MMR
Chaut

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T
B

Phillips, Lytle, Hitchcock, Blaine & Huber LLP
3400 HSBC Center
Buffalo, New York 14203

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DRAWDOWN ACCOUNT

TOTAL P. 06