

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM320633

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NMW, Inc.	FORMERLY Nowata Machine Works, Inc.	10/01/2009	CORPORATION: OKLAHOMA
RECEIVING PARTY DATA			
Name:	MAHLE Industrial Filtration USA, Inc.		
Street Address:	428 Elm Sreet		
City:	Nowata		
State/Country:	OKLAHOMA		
Postal Code:	74048		
Entity Type:	CORPORATION: OKLAHOMA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	73633057	PRO GUARD	
CORRESPONDENCE DATA			
Fax Number:	2484701822		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2485868812		
Email:	angelique.strongmarks.@us.mahle.com		
Correspondent Name:	Angelique Strong Marks		
Address Line 1:	23030 MAHLE Drive		
Address Line 4:	Farmington Hills, MICHIGAN 48335		
NAME OF SUBMITTER:	Eric Mathis		
SIGNATURE:	/Eric M Mathis/		
DATE SIGNED:	10/20/2014		
Total Attachments: 54			
source=Certified Copies of Articles of Incorporation#page1.tif			
source=Certified Copies of Articles of Incorporation#page2.tif			
source=Certified Copies of Articles of Incorporation#page3.tif			
source=Certified Copies of Articles of Incorporation#page4.tif			
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source=Certified Copies of Articles of Incorporation#page6.tif			

OP \$40.00 73633057

OFFICE OF THE SECRETARY OF STATE



CERTIFIED COPY OF ALL DOCUMENTS ON FILE

CERTIFICATE

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that, to the date of this certificate, the attached is a true and correct copy of all documents on file in this office as described below of:

NAME OF ENTITY

MAHLE INDUSTRIAL FILTRATION USA, INC.

DOCUMENT TYPE

*Certificate of Merger
Withdrawal of Trade Name Report
Certificate of Merger
Trade Name Report
Amended Certificate of Incorporation
Restated Certificate Of Incorporation
Amended Certificate of Incorporation
Amended Certificate of Incorporation
Certificate of Incorporation*

DOCUMENT FILING DATE

*September 29, 2009
February 01, 2008
February 01, 2008
April 30, 1998
February 27, 1998
November 25, 1991
January 17, 1986
October 17, 1969
September 16, 1963*



IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 10th, day of October, 2014.

Secretary Of State



SOS



1299297002

IFICATE OF MERGER OR CONSOLIDATION

TO: OKLAHOMA SECRETARY OF STATE
2300 N Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405) 521-3912

SPECIAL INSTRUCTIONS: Submit this form to file a merger or consolidation pursuant to the Oklahoma General Corporation Act. **Please consult this Act carefully.** Use this form **ONLY** when one or more corporations, incorporated under the laws of a jurisdiction other than Oklahoma merge with one or more Oklahoma corporations and the surviving or resulting corporation is an **OKLAHOMA** corporation.

FILING FEE: **IF** the authorized capital of the surviving or resulting corporation is increased to a figure greater than the combined authorized capital of all corporations involved plus \$50,000.00, the filing fee shall be equal to one-tenth of one percent (1/10th of 1%) of such increase. **IF** the surviving corporation is a **NOT FOR PROFIT** corporation, the filing fee shall be \$25.00.

A. The Agreement of Merger or Consolidation, **ATTACHED HERETO**, has been adopted, approved, certified, executed, and acknowledged by each of the constituent corporations in accordance with the laws under which it is formed, and, in the case of an Oklahoma corporation, in the same manner as is provided in Title 18, Section 1081.

OR

B. In lieu of filing an executed agreement of merger or consolidation, the surviving or resulting corporation hereby states and certifies as follows:

1. The name and state of incorporation of each of the constituent corporations are:

NAME OF CORPORATION	STATE OF INCORPORATION
Amfiltergroup Holding, Inc.	Delaware
NMW, Inc.	Oklahoma

2. An agreement of merger or consolidation (circle one) has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 1082 of the Oklahoma General Corporation Act. In the case of each foreign corporation, the agreement shall be adopted, approved, executed and acknowledged in accordance with the laws under which it is organized.

3. The name of the surviving or resulting corporation is:
NMW, Inc. (whose name will be changed at the effective time of the merger as provided in Section 4)

4. Check the statement applicable to the merger or consolidation:

- 1 No amendments or changes are desired so that the certificate of incorporation of the surviving corporation shall be its certificate of incorporation.
- 1 Any amendments or changes in the certificate of incorporation of the surviving corporation as are desired to be effected by the terms of the merger are set out in an **attachment hereto**.
- 1 The certificate of incorporation of the corporation resulting from the consolidation is set forth in an **attachment hereto**.

5. The executed agreement of merger or ~~consolidation~~ is on file at the principal place of business of the surviving corporation at the following address:

428 Elm Street	Nowata	OK	74048
STREET ADDRESS	CITY	STATE	ZIP CODE


6. A copy of the agreement of merger or consolidation will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

7. The authorized capital stock of each constituent corporation which is not a corporation of this state:

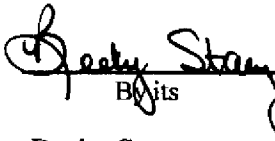
NAME OF CORPORATION	NO. OF SHARES AUTHORIZED	PAR VALUE PER SHARE
Amafiltergroup Holding, Inc.	3,000	\$0.01

8. The merger is to become effective at 12:03 A.M., Eastern Time, October 1, 2009.

IN WITNESS WHEREOF, the surviving or resulting corporation has caused this certificate of merger or consolidation to be executed by its President or Vice President and attested by its Secretary or Assistant Secretary this 24th day of September, 2009.


By its _____ President
Doug Workman
Please Print Name

ATTEST:


By its _____ Secretary
Becky Stacy
Please Print Name

(SOS FORM 0024-12/01)

ATTACHMENT 1
To the Certificate of Merger

The Certificate of Incorporation of the surviving corporation shall be amended by deleting Article I in its entirety and inserting the following in lieu thereof:

ARTICLE I

The name of the corporation is MAHLE Industrial Filtration USA, Inc.

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

WHEREAS,

MAHLE INDUSTRIAL FILTRATION USA, INC.

*a corporation organized under the laws of the State of OKLAHOMA,
has filed in the office of the Secretary of State duly authenticated evidence of a merger
whereby said corporation is the survivor, as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue of
the powers vested in me by law, do hereby issue this Certificate evidencing such merger.*

*IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed
the Great Seal of the State of Oklahoma.*

EFFECTIVE DATE: October 01, 2009



Filed in the City of Oklahoma City this
29th day of September, 2009.

M. Susan Savage

Secretary Of State

02/01/2008 04:37 PM
OKLAHOMA SECRETARY OF STATE



WITHDRAWAL OF TRADE NAME REPORT

TO: OKLAHOMA SECRETARY OF STATE
2300 N. Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405) 522-4560

The undersigned "**business entity**" hereby submits the following **withdrawal** of trade name report pursuant to Title 18, Oklahoma statutes, Section 1140.1:

1. The legal name of the "**Business Entity**" is: DaimlerChrysler Financial Services Americas LLC
2. The **type** of "Business Entity" is: Limited Liability Company
(Please Note: "**BUSINESS ENTITY**" means a corporation, a business trust, a common law trust, a limited liability company, or any unincorporated business, including any form of partnership.)
3. The business entity was formed in the State/Country of: Michigan
4. The business entity is **no longer** doing business in the state of Oklahoma under the following trade name:

DaimlerChrysler Truck Financial

I/we, being duly authorized to sign on behalf of the above named business entity, do hereby execute this report on the 15th day of NOVEMBER, 2007.

Signature
(List title if applicable Manager)

Thomas F. Gilman
(Type or Print Name)

Signature
(List title if applicable _____)

(Type or Print Name)

(SOS FORM 0040-12/01)

RECEIVED
OK SEC. OF STATE
FEB 01 2008
TRADEMARK
REEL: 005384 FRAME: 0489

OKLAHOMA SECRETARY OF STATE



SOS



8815770012

CERTIFICATE OF MERGER OR CONSOLIDATION

TO: OKLAHOMA SECRETARY OF STATE
2300 N Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405) 522-4560

SPECIAL INSTRUCTIONS: Submit this form to file a merger or consolidation pursuant to the Oklahoma General Corporation Act. Please consult this Act carefully. Use this form **ONLY** when one or more corporations, incorporated under the laws of a jurisdiction other than Oklahoma merge with one or more Oklahoma corporations and the surviving or resulting corporation is an OKLAHOMA corporation.

FILING FEE: IF the authorized capital of the surviving or resulting corporation is increased to a figure greater than the combined authorized capital of all corporations involved plus \$50,000.00, the filing fee shall be equal to one-tenth of one percent (1/10th of 1%) of such increase. IF the surviving corporation is a NOT FOR PROFIT corporation, the filing fee shall be \$25.00.

A. The Agreement of Merger or Consolidation, ATTACHED HERETO, has been adopted, approved, certified, executed, and acknowledged by each of the constituent corporations in accordance with the laws under which it is formed, and, in the case of an Oklahoma corporation, in the same manner as is provided in Title 18, Section 1081.

OR

B. In lieu of filing an executed agreement of merger or consolidation, the surviving or resulting corporation hereby states and certifies as follows:

1. The name and state of incorporation of each of the constituent corporations are:

NAME OF CORPORATION	STATE OF INCORPORATION
NMW, INC.	OKLAHOMA
AMAFILTER GROUP, INC.	FLORIDA

2. An agreement of merger or consolidation (Article 1000) has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 1082 of the Oklahoma General Corporation Act. In the case of each foreign corporation, the agreement shall be adopted, approved, executed and acknowledged in accordance with the laws under which it is organized.

3. The name of the surviving or resulting corporation is:

NMW, INC.

RECEIVED
OK SEC. OF STATE
FEB 01 2008

4. Check the statement applicable to the merger or consolidation:

- No amendments or changes are desired so that the certificate of incorporation of the surviving corporation shall be its certificate of incorporation.
- Any amendments or changes in the certificate of incorporation of the surviving corporation as are desired to be effected by the terms of the merger are set out in an attachment hereto.
- The certificate of incorporation of the corporation resulting from the consolidation is set forth in an attachment hereto.

5. The executed agreement of merger or consolidation is on file at the principal place of business of the surviving corporation at the following address:


426 Elm Street	Nowata	OK	74048
STREET ADDRESS	CITY	STATE	ZIP CODE

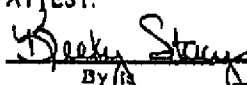
6. A copy of the agreement of merger or consolidation will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

7. The authorized capital stock of each constituent corporation which is not a corporation of this state:

NAME OF CORPORATION	NO. OF SHARES AUTHORIZED	PAR VALUE PER SHARE
AMAFILTER GROUP, INC.	7,500	\$1.00

IN WITNESS WHEREOF, the surviving or resulting corporation has caused this certificate of merger or consolidation to be executed by its President or Vice President and attested by its Secretary or Assistant Secretary this 1st day of February, 2008.


 By its _____ President
 Douglas Workman
 Please Print Name

ATTEST:

 By its _____ Secretary
 BECKY STACY
 Please Print Name

(SOS FORM 0024-12/01)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NMW, INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

C. Bretton Crane
(Contact Person)

Pray, Walker, Jackman, Williamson & Marlar
(Firm/Company)

900 Oneok Plaza
(Address)

Tulsa, OK 74103
(City/State and Zip Code)

For further information concerning this matter, please call:

C. Bretton Crane At (918) 581-5500
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NMW, INC.	OKLAHOMA	n/a

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AMAFILTER GROUP, INC.	FLORIDA	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR FEB. 1 01 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on JAN. 30, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on JAN. 30, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
NMW, INC. _____	OKLAHOMA _____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
AMAFILTER GROUP, INC. _____	FLORIDA _____
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

See attached Agreement and Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Agreement and Plan of Merger.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

**AGREEMENT AND PLAN OF MERGER
OF NMW, INC.,
AN OKLAHOMA CORPORATION,
AND AMAFILTER GROUP, INC.**

This Agreement and Plan of Merger ("Agreement") is made and entered into this 15th day of FEBRUARY, 2008, between NMW, INC., an Oklahoma corporation ("NMW") and AMAFILTER GROUP, INC., a Florida corporation ("AGI"), said corporations being herein sometimes collectively called the Constituent Corporations.

WHEREAS, AGI is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, NMW is a corporation duly organized and existing under the laws of the State of Oklahoma; and

WHEREAS, on the date of this Agreement, AGI has authority to issue 7,500 shares of Common Stock, \$1.00 par value per share, of which 1,201 shares are issued and outstanding and owned by Amafilter Group Holding, Inc., a Delaware corporation ("Parent"); and

WHEREAS, on the date of this Agreement, NMW has authority to issue 1,000,000 shares of Common Stock, \$1.00 par value per share, of which 199,900 shares are currently issued and outstanding and owned by Parent; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have determined that it is advisable and in the best interests of each of such Constituent Corporations that AGI merge with and into NMW upon the terms and subject to the conditions set forth in this Agreement; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations, by resolutions duly adopted, have approved this Agreement; and

WHEREAS, the Parent, as the sole shareholder of each of the Constituent Corporations, has approved this Agreement in accordance with the laws of the state of Oklahoma and the laws of the state of Florida

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Constituent Corporations hereby agree that AGI shall be merged with and into NMW (the "Merger") and that the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner of converting the shares of the Constituent Corporations and other provisions relating thereto shall be as set forth herein.

ARTICLE I

THE MERGER

1.1 Surviving Corporation. On the Effective Date of the Merger as hereinafter defined, AGI shall be merged with and into NMW with NMW being the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") of this Merger and the Surviving Corporation shall continue its corporate existence.

1.2 Governing Documents. The Certificate of Incorporation of NMW as amended prior hereto and in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable Oklahoma law. The Bylaws of NMW as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof, the Certificate of Incorporation of NMW and applicable Oklahoma law.

1.3 Effect of Merger. At the Effective Date, the Merger shall have the effect provided for herein and specifically, and not by way of limitation, at the Effective Date, the separate corporate existence of AGI shall cease and NMW shall possess all of the rights, privileges, powers, and franchises of a public and private nature and shall be subject to all of the restrictions, disabilities, and duties of AGI; and all and singular of the rights, privileges, powers, and franchises of AGI and all property, real, personal and mixed, and all debts owed to AGI on whatever account, as well as all other things belonging to AGI, shall be vested in NMW; and all properties, rights, privileges, powers, and franchises and all and every other interest shall be thereafter as effectually the property of NMW as they were of AGI and the title to any real estate by deed or otherwise in AGI shall not revert or in any way be impaired by reason of the Merger; and all rights of creditors and all liens upon the property of AGI shall be preserved unimpaired and all debts, liabilities and duties of AGI shall thereafter attach to NMW and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by NMW. All corporate acts, plans, policies, agreements, arrangements, approvals, and authorizations of AGI, its shareholders, board of directors, and committees thereof, officers, and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals, and authorizations of NMW and shall be as effective and binding thereon as the same were with respect to AGI. The employees and agents of AGI shall become the employees and agents of NMW and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of AGI.

1.4 Further Assurances. From time to time, as and when required by NMW or by its successors or assigns, there shall be executed and delivered on behalf of AGI such deeds and other instruments and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate, advisable or necessary in order to vest, perfect, or confirm of record or otherwise in NMW the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of AGI and otherwise to carry out the purpose of this Agreement and the officers and directors of AGI are fully authorized in the name and on behalf of

AGI or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

1.5 Officers and Directors. The officers and directors of NMW shall be the officers and directors of the Surviving Corporation at the Effective Date and shall hold office subject to the provisions of the Certificate of Incorporation and Bylaws of the Surviving Corporation until their successors are elected and qualified.

1.6 Expenses. The Surviving Corporation shall pay all expenses of carrying this Agreement into effect and of accomplishing the Merger.

ARTICLE II

MATTERS RELATING TO COMMON STOCK

At the Effective Date, by virtue of the Merger and without any action on the part of the shareholders of AGI or NMW:

(a) Common Shares of AGI. Each share of Common Stock of AGI issued and outstanding on the Effective Date of the Merger shall be retired and cancelled by virtue of the Merger.

(b) Common Stock of NMW. Each share of Common Stock of NMW issued and outstanding on the Effective Date of the Merger shall remain unaffected by the Merger.

ARTICLE III

EFFECTIVE DATE

The Merger shall become effective upon the date and time of filing of an appropriate Certificate of Merger with the Oklahoma Secretary of State and the Florida Department of State (the "Effective Date").

ARTICLE IV

AMENDMENT, TERMINATION AND MISCELLANEOUS

4.1 Amendment. Subject to applicable law, this Agreement may be amended, modified or supplemented by written agreement of the Constituent Corporations at any time prior to the Effective Date with respect to any of the terms contained herein.

4.2 Abandonment. At any time prior to the Effective Date, this Agreement may be terminated and the Merger may be abandoned by act of the Board of Directors of either of the Constituent Corporations if in the opinion of such Board of Directors, circumstances arise which in their opinion, makes the merger for any reason inadvisable.

4.3 Counterparts. This Agreement may be executed in one or more counterparts each of which shall be deemed to be an original.

Signature Pages Follow

IN WITNESS WHEREOF each of the Constituent Corporations has caused this Agreement to be executed by its President and attested by its Secretary as of the date first above written.

NMW, INC.

ATTEST:

By: Becky Stacy
Becky Stacy, Secretary

By: Douglas Workman
Douglas Workman, President

AMAFILTER GROUP, INC.

ATTEST:

By: Becky Stacy
Becky Stacy, Secretary

By: Darren Morgan
Darren Morgan, President

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

WHEREAS,

NMW, INC.

*a corporation organized under the laws of the State of OKLAHOMA,
has filed in the office of the Secretary of State duly authenticated evidence of a merger
whereby said corporation is the survivor, as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue of
the powers vested in me by law, do hereby issue this Certificate evidencing such merger.*

*IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed
the Great Seal of the State of Oklahoma.*



*Filed in the City of Oklahoma City this
1st day of February, 2008, .*

A handwritten signature in cursive script, appearing to read "M. Susan Savage". The signature is written in black ink and is positioned above a horizontal line.

Secretary Of State

7 5 5 1 7 7 9 0 0 0 0

FEE: \$25.00

FILE IN DUPLICATE

PRINT CLEARLY

TRADE NAME

REPORT

TN 603131

FILED
 APR 30 1998
 OKLAHOMA SECRETARY
 OF STATE
 FOR OFFICE USE ONLY

DB 182713

TO: OKLAHOMA SECRETARY OF STATE
 2300 N. Lincoln Blvd., Room 101
 State Capitol Building
 Oklahoma City, Oklahoma 73105-4897

The undersigned "business entity" hereby submits the following trade name report pursuant to Title 18, Oklahoma statutes, Section 1140:

PLEASE NOTE: All corporations must attach a letter from the Oklahoma State Tax Commission stating that the franchise tax has been paid for the current fiscal year.

1. The legal name of the "BUSINESS ENTITY" is: NMW, Inc.

2. The type of "Business Entity" is: Corporation
 (Please note: "BUSINESS ENTITY" means a corporation, a business trust, a common law trust, a limited liability company, or any unincorporated business, including any form of partnership.)

3. The business entity was formed in the State/Country of: Oklahoma

4. The business entity is doing business in the state of Oklahoma under the following trade name:

Nowata Machine Works

5. The business entity is carrying on business under such trade name at the following address(es):

428 N. Elm, Nowata, OK 74048

05/05/98 11:09 AM
 TRADE NAME
 APR 30 1998
 OKLAHOMA SECRETARY
 OF STATE

7 5 5 1 7 7 9 0 0 0 1

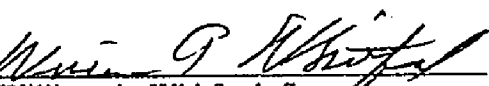
6. A brief description of the kind of business being transacted under such trade name:

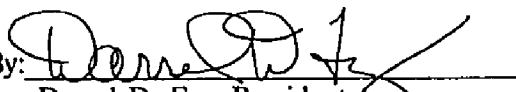
General machine shop business.

I/We, being duly authorized to sign on behalf of the above named business entity, do hereby execute this report on the 27th day of APRIL, 1998.

ATTEST:

NMW, INC.

By: 
William A. Whitford, Secretary

By: 
Darrel D. Fry, President

...cbclcors\nmwtrade.nme

7 5 5 1 7 7 9 0 0 0 2

OKLAHOMA TAX COMMISSION

TULSA OFFICE

PHONE (918) 581-2399
FACSIMILE (918) 581-2087

April 21, 1998

Secretary of State
Room 101, State Capital Building
Oklahoma City OK 73105

RE: NMW, INC.

Qualification Date: 09 16 1963

Dear Secretary:

This is to certify that the records of this office show the referenced corporation has filed a Franchise Tax return of the fiscal year and ending June 30, 1998 and has paid the Franchise Tax as shown by said return.

No certification is made as to any corporate Franchise Taxes which may be due but not yet assessed, nor which have been assessed and protested.

This letter may not therefore be accepted for purposes of dissolution or withdrawal.

Sincerely,

OKLAHOMA TAX COMMISSION

Diane Bratcher

Business Tax Division

Registration Section

440 SOUTH HOUSTON • FIFTH FLOOR • TULSA • OKLAHOMA 74127-8917

IT IS OUR MISSION TO SERVE THE PEOPLE OF OKLAHOMA BY PROMOTING TAX COMPLIANCE THROUGH QUALITY SERVICE AND FAIR ADMINISTRATION

TRADEMARK

REEL: 005384 FRAME: 0505

7 5 3 1 1 3 6 0 0 0 0

OFFICE OF THE SECRETARY OF STATE



AMENDED
CERTIFICATE OF INCORPORATION

WHEREAS, the Amended Certificate of Incorporation of
NMW, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 27TH
day of FEBRUARY, 1998.

Sam Cole
Secretary of State

By: *[Signature]*

DB 182713-003

TRADEMARK

REEL: 005384 FRAME: 0506

7 5 3 1 1 3 6 0 0 0 1

FILED

FEB 27 1998

OKLAHOMA SECRETARY
OF STATE

FEE: \$50.00
(Minimum)
FILE IN DUPLICATE

AMENDED CERTIFICATE OF INCORPORATION

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA, 101 State Capitol Bldg., Oklahoma City, Oklahoma 73105:

The undersigned Oklahoma corporation, for the purpose of amending its certificate of incorporation as provided by Section 1077 of the Oklahoma General Corporation Act, hereby certifies:

1. That the corporation was incorporated on September 16, 1963. The corporation's certificate of incorporation was amended and restated on November 25, 1991.

2. That the name of the corporation is hereby amended from Nowata Machine Works, Inc. to NMW, Inc. Article I of the corporation's Certificate of Incorporation is amended to delete reference to Nowata Machine Works, Inc. and to replace such reference with "NMW, Inc."

3. That by unanimous written of consent without a meeting of the Board of Directors, a resolution was duly adopted setting forth the foregoing proposed amendment(s) to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling the shareholders of said corporation to approve the same.

4. That thereafter, pursuant to said resolution of its Board of Directors, the consent by all of the shareholders of said corporation was duly obtained and the necessary number of shares as required by statute were voted in favor of the amendment(s).

5. SUCH AMENDMENT(S) WAS DULY ADOPTED IN ACCORDANCE WITH 18 O.S. Sections 1077 and 1080.

RECEIVED

FEB 27 1998

OKLAHOMA SECRETARY
OF STATE

TRADEMARK

REEL: 005384 FRAME: 0507

7 5 3 1 1 3 6 0 0 0 2

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President and attested by its Secretary, this 18th day of FEBRUARY, 1998.

NOWATA MACHINE WORKS,
INC. (now NMW, Inc.)

By: 
Darrel D. Fry President

ATTEST:

By: 
William A. Whitford, Secretary

...kjr\cors\nowata.amd

7 5 3 1 1 3 6 0 0 3



OKLAHOMA TAX COMMISSION

STATE OF OKLAHOMA

440 S. HOUSTON, SUITE 501
TULSA, OKLAHOMA 74127

DIVISION

FEBRUARY 24, 1998

Secretary of State
Room 101, State Capital Building
Oklahoma City OK 73105

RE: NOWATA MACHINE WORKS, INC.

Qualification Date: SEPTEMBER 16, 1963

Dear Secretary:

This is to certify that the records of this office show the referenced corporation has filed a Franchise Tax return of the fiscal year and ending June 30, 1998 and has paid the Franchise Tax as shown by said return.

No certification is made as to any corporate Franchise Taxes which may be due but not yet assessed, nor which have been assessed and protested.

This letter may not therefore be accepted for purposes of dissolution or withdrawal.

Sincerely,

OKLAHOMA TAX COMMISSION

A handwritten signature in cursive script that reads "Brenda Luper".

Business Tax Division

Registration Section

RECEIVED

FEB 27 1998

SECRETARY
OF STATE

TRADEMARK
REEL: 005384 FRAME: 0509

DB 182713-002

OFFICE OF THE SECRETARY OF STATE



AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation, executed and acknowledged by

NOWATA MACHINE WORKS, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 25TH

day of NOVEMBER, 19 91

By: [Signature]
Secretary of State

TRADEMARK

REEL: 005384 FRAME: 0510

FILED

NOV 25 1991

OKLAHOMA SECRETARY
OF STATE

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
FOR
NOWATA MACHINE WORKS, Inc.

TO THE SECRETARY OF STATE, STATE OF OKLAHOMA:

The undersigned, the duly elected, authorized and acting President of NOWATA MACHINE WORKS, Inc., originally incorporated, under the Oklahoma Business Corporation Act, on the 16th day of September, 1963, hereby states that the shareholders and directors of said corporation have adopted this Amended and Restated Certificate of Incorporation, pursuant to the provisions of the Oklahoma General Corporation Act, 18 Oklahoma Statutes, Sections 1001, et seq. (specifically Section 1080 of said Act), restating, integrating and amending the provisions of the corporation's original Articles of Incorporation and/or any subsequent amendments thereto.

ARTICLE I

The name of the corporation, from and after the date this Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Oklahoma, shall remain

NOWATA MACHINE WORKS, Inc.

RECEIVED
NOV 25 1991
OKLAHOMA SECRETARY
OF STATE

STATE OF OKLAHOMA)
NOWATA COUNTY) ss.

Signed and attested to before me this 20th day of Nowata,
1991, by William A. Whitford, as Secretary of NOWATA MACHINE
WORKS, Inc.

Mary Evelyn Jordan
Notary Public

My Commission Expires:

11-29-94

(SEAL)



OKLAHOMA TAX COMMISSION
STATE OF OKLAHOMA

ROBERT E. ANDERSON, Chairman
ROBERT L. WADLEY, Vice-Chairman
DON KILPATRICK, Sec'y-Member

2501 LINCOLN BLVD.
OKLAHOMA CITY, OKLAHOMA 73194

BUSINESS TAX
(405) 521-3161

December 16, 1991

John Kennedy
Secretary of State
State Capitol Building
Oklahoma City, OK 73105

RE: NOWATA MACHINE WORKS, INC.

QUALIFIED: 9/16/63

Dear Mr. Kennedy:

This is to certify that the records of this office show that the referenced corporation has filed a Franchise Tax Return and is in good standing through June 30, 1992.

No certification is made as to any corporate Franchise Taxes which may be due but not yet assessed, nor which have been assessed and protested. This letter may not, therefore, be accepted for purposes of dissolution or withdrawal.

Sincerely,

A handwritten signature in cursive script that reads "Jeff Kiser".

Jeff Kiser, Supervisor
Franchise Tax Section

JK:jj

RECEIVED

DEC 18 1991

OKLAHOMA SECRETARY
OF STATE

ARTICLE II

The address of the corporation's registered office in the State of Oklahoma is 428 North Elm, in Nowata, Oklahoma 74048. The name of the corporation's registered agent at such address is Darrel D. Fry.

ARTICLE III

The purpose of the corporation is, generally, to conduct a general machine shop business including, but not by way of limitation, manufacturing, contract manufacturing and fabrication of metals, metal parts, and metal products, as well as filtration systems and replacement filter elements, and, otherwise, to engage in any lawful act or activity for which corporations may be organized under the general corporation law of the State of Oklahoma.

ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is one million (1,000,000) shares, all of which shall be common stock, with each share having a par value of \$1.00, resulting in the corporation having total authorized capital stock in the amount of \$1,000,000.00.

Shareholders shall have a preemptive right to subscribe to any additional issue of the corporation's stock or to any security convertible into such stock.

ARTICLE V

The corporation shall, from and after the date this Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Oklahoma, have not less than three (3), nor more than eleven (11), directors.

The name and mailing address of each person currently serving as a director is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Darrel D. Fry	428 N. Elm Nowata, Oklahoma 74048
Norman Fry	521 Country Club Drive Nowata, Oklahoma 74048
Hollis Fry	521 Country Club Drive Nowata, Oklahoma 74048
Sandra H. Fry	203 S. Mississippi Nowata, Oklahoma 74048
William C. Whitford	1012 W. Davis Nowata, Oklahoma 74048

ARTICLE VI

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

(a) To authorize, and cause to be executed or granted, mortgages, security interests and liens upon the real and personal property, of the corporation.

(b) To set apart, out of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(c) When, and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called upon such notice as is required by law, or, when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, 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.

ARTICLE VII

Whenever a compromise or arrangement is proposed between this corporation and its creditors, or any class of them, and/or between this corporation and its shareholders, or any class of them, any court of equitable jurisdiction within the State of Oklahoma, on the application in a summary way of this corporation, or of any creditor or shareholder thereof, or on

the application of any receiver or receivers appointed for this corporation under the provisions of §1106 of Title 18 of the Oklahoma Statutes, or, on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of §1100 of Title 18 of the Oklahoma Statutes, order a meeting of the creditors, or class of creditors, and/or of the shareholders, or class of shareholders, of this corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths (3/4ths) in value of the creditors, or class of creditors, and/or of the shareholders, or class of shareholders, of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the compromise or arrangement and the reorganization shall, if sanctioned by the court to which the application has been made, be binding on all the creditors, or class of creditors, and/or on all the shareholders, or class of shareholders, of this corporation, as the case may be, and also on this corporation.

ARTICLE VIII

Meetings of shareholders may be held within or without the State of Oklahoma, as the Bylaws may provide. The books of the corporation may be kept inside or outside the State of Oklahoma, at such place or places as may be designated from time to time

by the Board of Directors or in the Bylaws of the corporation. Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

ARTICLE IX

To the extent permitted by law, no contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void, or voidable, solely for this reason, or solely because the directors or officers are present at or participate in the meeting of the board, or committee thereof, which authorizes the contract or transaction, or solely because the directors or officers or their votes, are counted for such purpose.

ARTICLE X

The Board of Directors is expressly authorized to indemnify any person who was, or is, a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by, or in the right of, the corporation, by reason of the fact that such person is, or was, a director, officer, employee or agent of the corporation or is, or was, serving, at the request of the corporation, as a

director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement to the extent and in the manner permitted by the laws of the State of Oklahoma.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon the shareholders herein are granted subject to this reservation. Provided, however, that this Amended and Restated Certificate of Incorporation may not be amended to include shareholder liability without the approval of One Hundred percent (100%) of the shareholders. All other amendments shall require a simple majority vote of the issued and outstanding fully prepaid shares of stock.

ARTICLE XII


Directors of the corporation shall not be personally liable for mistakes in business judgment arrived at in good faith. They may, however, be personally liable for breach of obligations, fiduciary or otherwise, imposed upon them by statute or public policy, e.g., for breach of their duty of loyalty, for acts of omission not in good faith, for intentional

misconduct or knowingly violating the law, for the unlawful payment of dividends or unlawful stock re-purchases or redemption and for transactions resulting in improper benefit.

ARTICLE XIII

It is the intention of the shareholders and directors of said corporation that the provisions of this Amended and Restated Certificate of Incorporation shall conform to provisions of the Oklahoma General Corporation Act. However, if it should be determined that any sentence, paragraph, clause, or combination of the same, be in violation of said Act, or any other law, or laws, of the State of Oklahoma, or the United States of America, such sentence, paragraph, clause, or combination of the same, shall be inoperative, and the remainder of this Amended and Restated Certificate of Incorporation shall, nevertheless, remain in full force and effect.

THE UNDERSIGNED, being the duly elected, authorized and acting President of said corporation, for the purpose of amending and restating the corporation's Articles of Incorporation, pursuant to the Oklahoma General Corporation Act, executes this Certificate, hereby declaring and certifying that this is the act and deed of the corporation and that the facts herein stated are true, as of this 20th day of November, 1991.



Darrel D. Fry, President

STATE OF OKLAHOMA

)

)

ss.

)

NOWATA COUNTY

Signed and attested to before me this 20th day of November, 1991 by Darrel D. Fry, the duly elected, authorized and acting President of NOWATA MACHINE WORKS, Inc.

Mary Evelyn Jordan
Notary Public

My Commission Expires:

11-29-94

(SEAL)

CERTIFICATION

I hereby certify that the above and foregoing is a true and correct copy of the Amended and Restated Certificate of Incorporation of NOWATA MACHINE WORKS, Inc., the same having been regularly presented to and adopted by the Board of Directors of said corporation at a meeting duly called for that purpose on the 6th day of May, 1991; that, thereafter, on said 6th day of May, 1991, at a meeting duly held in response to said Notice, at which holders of one hundred percent (100%) of the capitol stock of the corporation were present, in person, and voting, said Amended and Restated Certificate of Incorporation was unanimously approved, in accordance with the provisions of 18 Oklahoma Statutes §1077, Two Hundred Thousand (200,000) shares of said stock being voted for said Amended and Restated Certificate of Incorporation and none being voted against the same; that the shareholder named in said Amended and Restated Certificate of Incorporation is the duly elected, authorized and acting President of said corporation, and, further, that the signature, set forth hereinabove, is his true and genuine signature.

William C. Whitford
Secretary

(SEAL)

TRADEMARK

REEL: 005384 FRAME: 0521

OFFICE OF THE SECRETARY OF STATE



AMENDED

CERTIFICATE OF INCORPORATION

To all to Whom these Presents shall Come, Greetings:

WHEREAS, *Articles of Incorporation duly signed and verified of*

NOWATA MACHINE WORKS, INC.

have been filed in the office of the Secretary of State as provided by the Laws of the State of Oklahoma.

NOW THEREFORE, *I, the undersigned, Secretary of State of the State of Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation.*

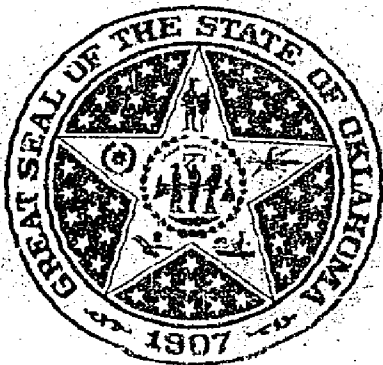
IN TESTIMONY WHEREOF, *I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*

Filed at the City of Oklahoma City, this 17th

day of January, A.D. 19 86

Jeannette B. Imboden
Secretary of State

By: *Cheryl E. Bradley*



FEE: \$50.00-
(Minimum)

AMENDED
ARTICLES OF INCORPORATION

FILE IN DUPLICATE

PRINT CLEARLY

SOS CORP. KEY:

FOR OFFICE USE ONLY

PLEASE NOTE: This form MUST be filed with a letter from the Oklahoma Tax Commission stating the franchise tax has been paid for the current fiscal year. If the authorized capital is increased in excess of fifty thousand dollars (\$50,000.00), the filing fee shall be an amount equal to one-tenth of one percent (1/10 of 1%) of such increase.

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

We, the undersigned,	Address	City and State
Darrel D. Fry	203 S. Mississippi	Nowata, Oklahoma 74048
Norman Fry	2 Country Club Drive	Nowata, Oklahoma 74048
Hollis Fry	2 Country Club Drive	Nowata, Oklahoma 74048
Sandra H. Fry	203 S. Mississippi	Nowata, Oklahoma 74048
William C. Whitford	4 Sunset Drive	Nowata, Oklahoma 74048

being persons legally competent to amend the Articles of Incorporation pursuant to the provisions of the "Business Corporation Act." of the State of Oklahoma, do hereby execute and submit the following amended Articles of Incorporation.

1. The name of the corporation is: Nowata Machine Works, Inc.

(If the corporate name is changed, please show the former name also.)

2. A. No change, as filed
B. As amended: The name of the registered agent and the address of the registered office in the State of Oklahoma is:

Darrel D. Fry	419 North Elm	Nowata	Nowata	74048
NAME	STREET ADDRESS	CITY	COUNTY	ZIP CODE

3. A. No Change, as filed
B. As amended: The duration of the corporation is: Perpetual

4. A. No change, as filed X
B. As amended: The purpose or purposes for which the corporation is formed are:

RECEIVED

JAN 6 1966

5. A. No change, as filed
B. As amended: The aggregate number of the authorized shares, itemized by class, value of shares, shares without par value, and series, if any, within a class:
200,000 Shares - Common - \$1.00 Par Value

6. A. No change, as filed X
B. As amended: The amount of stated capital which has been fully paid in is:
\$

TRADEMARK

REEL: 005384 FRAME: 0523

7. A. No change, as filed X
 B. As amended: The number and class of shares to be allotted by the corporation and the consideration to be received therefore are:

CLASS	SERIES	NUMBER OF SHARES	CONSIDERATION TO BE RECEIVED
-------	--------	------------------	------------------------------

8. A. No change, as filed X
 B. As amended: The number of directors is _____

PLEASE COMPLETE ONE OF THE FOLLOWING: 9, 10 or 11, depending upon the method of execution of the Amended Articles of Incorporation.

9. SUCH AMENDMENT WAS ADOPTED BY THE INCORPORATORS AS PROVIDED FOR IN 18 O.S. 1981, §1.152 ON THE _____ DAY OF _____, 19____.

(Majority of Incorporators must sign.) _____

(CORPORATE SEAL REQUIRED) _____

County of _____)
 State of _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 19____, by _____

My Commission expires _____
 (NOTARY SEAL)

(NOTARY PUBLIC)

10. SUCH AMENDMENT WAS ADOPTED UPON APPROVAL OF THE SHAREHOLDERS AS PROVIDED FOR IN 18 G.S. 1981, §1.153 ON THE 11th DAY OF December, 19 85.

(CORPORATE SEAL REQUIRED)

ATTEST:
William C. Whitford by its Secretary
Darrel D. Fry by its President

County of Nowata)
 State of Oklahoma)

The foregoing instrument was acknowledged before me this 11th day of December, 19 85, by Darrel D. Fry

My Commission expires 10/10/89
 (NOTARY SEAL)

James L. Sontag
 James L. Sontag Notary Public

11. SUCH AMENDMENT WAS ADOPTED BY THE BOARD OF DIRECTORS AS PROVIDED FOR IN 18 O.S. 1981, §1.162 ON THE _____ DAY OF _____, 19____.

(Majority of directors must sign.) _____

(CORPORATE SEAL REQUIRED) _____

County of _____)
 State of _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 19____, by _____

My Commission expires _____
 (NOTARY SEAL)

(NOTARY PUBLIC)



OKLAHOMA TAX COMMISSION
STATE OF OKLAHOMA

ODIE A. NANCE, Chairman
ROBERT L. WADLEY, Vice-Chairman
DON KILPATRICK, Sec'y-Member

2501 LINCOLN BLVD.
OKLAHOMA CITY, OKLAHOMA 731940006

FRANCHISE DIVISION

December 27, 1985

Jeannette B. Edmondson, Secretary of State
Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105

Re: NOWATA MACHINE WORKS, INC.
Qualified: 9-16-73

Dear Mrs. Edmondson:

Our records indicate the referenced entity has complied with
the Franchise Tax Law and is licensed for the current fiscal
year ending June 30, 1986.

Very truly yours,

OKLAHOMA TAX COMMISSION

A. H. Stoabs, Director
Franchise Tax Division

AHS: fs

OFFICE OF THE SECRETARY OF STATE



AMENDED
CERTIFICATE OF INCORPORATION

To all to Whom these Presents shall Come, Greetings:

WHEREAS, Articles of Incorporation duly signed and verified of

NOWATA MACHINE WORKS, INC.

have been filed in the office of the Secretary of State on the 17th day of OCTOBER A. D., 19 69, as provided by the Laws of the State of Oklahoma.

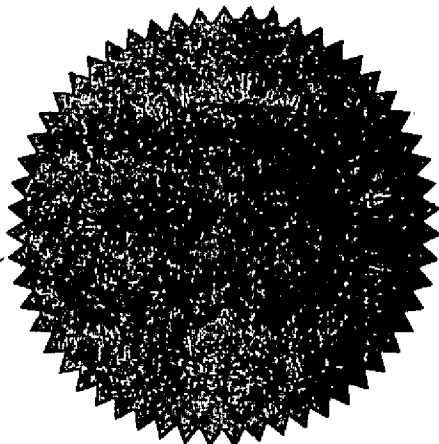
NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.

Done at the City of Oklahoma City, this 17th day of OCTOBER A. D. 1969

John Rogers
Secretary of State

By *Julian Reese*
Assistant Secretary of State



TRADEMARK

REEL: 005384 FRAME: 0527

NOTE: THERE ARE THREE WAYS TO AMEND ARTICLES OF INCORPORATION. ARTICLES MUST BE SIGNED AND ACKNOWLEDGED. IF BY INCORPORATORS—ARTICLES MUST BE SIGNED BY A MAJORITY OF INCORPORATORS, "BUSINESS CORPORATION ACT", TITLE 18, § 152. IF BY CORPORATION—ARTICLES MUST BE SIGNED BY PRES. OR V-PRES. AND ATTESTED BY SECY OR ASS'T SECY. "BUSINESS CORPORATION ACT", TITLE 18, § 153 THRU § 161. IF BY BOARD OF DIRECTORS—ARTICLES MUST BE SIGNED BY A MAJORITY OF DIRECTORS, H.B. NO. 493 (1949), § 13, AMENDING TITLE 18, § 152 OF BUSINESS CORPORATION ACT.

AMENDED ARTICLES OF INCORPORATION

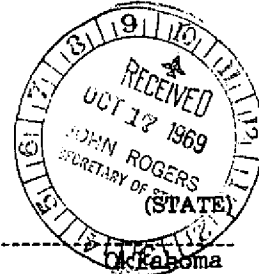
(DOMESTIC)

STATE OF OKLAHOMA }
NOWATA COUNTY } SS

TO THE SECRETARY OF STATE, STATE OF OKLAHOMA:

We, the undersigned,
(NAME) (NO. & STREET) (CITY)

Norman Fry, President 419 North Elm Street Nowata
LaRue Rush, Secretary 419 North Elm Street Nowata Oklahoma



being persons legally competent to amend the Articles of Incorporation pursuant to the provisions of the "Business Corporation Act" of the State of Oklahoma and the Amendments thereof, do hereby execute the following amendment or amendments of the Articles of Incorporation; and do further affirm that the amendment or amendments were adopted in the manner prescribed by said Acts.

1. A. AS FILED:

The name of the corporation is:

NOWATA MACHINE WORKS, INC.

B. AS AMENDED:

No change

(NAME MUST END WITH "CORPORATION", "COMPANY", "INCORPORATED", "LIMITED" OR AN ABBREVIATION OF ONE.)

2. A. AS FILED:

The address of its registered office in the State of Oklahoma is: 419 North Elm Street

Nowata, Oklahoma and the name and address of its registered agent is:

Norman Fry, 419 North Elm Street, Nowata, Oklahoma

Nowata, Oklahoma.

B. AMENDED: NO CHANGE

The address of its registered office in the State of Oklahoma is: _____

_____ and the name of its registered agent at such address is: _____

3. A. AS FILED:

The duration of the corporation is 50 years.

B. AMENDED: NO CHANGE

The duration of the corporation is _____ years, from the _____ day of _____, 19____ to the _____ day of _____, _____

4. A. AS FILED:

The purpose or purposes for which the corporation is formed are: to conduct a general machine shop business including, but not by way of limitation, manufacturing, contract manufacturing and fabrication of metals, metal parts and metal products; the repair and reconditioning of all types of oil field and other equipment and machinery, and the rental or leasing of oil field and other equipment.

B. AMENDED:

NO CHANGE

The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly or impliedly, by force of the laws of the State of Oklahoma or by reasonable construction of said laws now or hereafter in effect. TRADEMARK

5. A. AS FILED:

The aggregate number of shares which the corporation shall have authority to allot is 1,000 divided into one classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

CLASS	SERIES	NUMBER OF SHARES	PAR VALUE PER SHARE
Common	-	1,000	\$5.00

B. AMENDED:

Common	-	10,000	\$5.00
--------	---	--------	--------

6. A. AS FILED:

The amount of stated capital with which it will begin business is \$ 500.00 which has been fully paid in.

7. A. AS FILED:

The number and class of shares to be allotted by the corporation before it shall begin business and the consideration to be received by the corporation therefor, are:

CLASS OF SHARES	NUMBER OF SHARES	CONSIDERATION TO BE RECEIVED
Common	1,000	\$5,000.00

B. AMENDED: No change.

8. A. AS FILED:

The number of directors to be elected at the first meeting of the shareholders is 3.
(SIGNATURES OF INCORPORATORS ON ORIGINAL ARTICLES)

9. IF SUCH AMENDMENT BE BY THE CORPORATION UPON APPROVAL THEREOF BY THE SHAREHOLDERS, SUCH AMENDED ARTICLES SHALL FURTHER SET FORTH:

(1) Such amendment was proposed by a resolution of the Board of Directors on the 31st of January, 1969.

(2) The amendment was adopted by a vote of the shareholders in accordance with the provisions of Title 18, § 153, "Business Corporation Act".

(3) The meeting of the shareholders of the corporation, at which the amendment was adopted, was held at 416 North Elm Street, Nowata, Oklahoma on 5th of May, 1969

(4) Notice of the meeting was given to shareholders by:

(KIND OF NOTICE: Written Waiver of Notice by stockholders representing 100% of issued and outstanding stock)

(5) The number of shares voted for such amendment 1,000

(6) The number of shares voted against amendment 0

(7) The number of shares voted as a class 1,000

(8) Classes voting for or against amendment:

CLASS	NO. OF SHARES	FOR	AGAINST
Common	1,000	1,000	0

(SIGN AS PROVIDED IN § 211, "B.C.A.")

(CORPORATE SEAL)

NOWATA MACHINE WORKS, INC.
EXACT NAME OF CORPORATION
BY: Norman J. [Signature]
Its President

ATTEST:

[Signature]
ITS SECRETARY

10. IF AMENDMENT BE BY THE INCORPORATORS, SUCH AMENDED ARTICLES SHALL FURTHER SET FORTH: N.A.

(1) No shares of this corporation have been allotted.

(2) The corporation has not begun or transacted any business or incurred any indebtedness except such business or indebtedness as shall have been incidental to its organization or to the obtaining of subscriptions to, or the payment for its shares; and

(3) No subscriptions have been taken and no shares have been subscribed for.

OR

(3a) Subscriptions have been taken and _____ shares subscribed for, and the subscribers (TOTAL NO.)

for at least two-thirds (2/3) of such number of shares have signed and filed with the _____ (INCORPORATORS OR SECRETARY) of the corporation their written consent to such amendment.

(MAJORITY OF INCORPORATORS SIGN) _____

("B.C.A.", Title 18, § 211) _____

(CORPORATE SEAL) _____

11. IF SUCH AMENDMENT BE BY BOARD OF DIRECTORS, SUCH AMENDED ARTICLES SHALL FURTHER SET FORTH: N.A.

(1) The general nature of the amendment is:

(2) The Board of Directors has at a meeting duly called on the _____ day of _____, 19____, adopted a resolution authorizing:

A. The extension of the corporate existence of the corporation.

and/or

B. The fixing or altering, as the case may be, of the attributes of and the allotment of a new series of shares in conformity with Title 18, § 74 of the "Business Corporation Act".

(MAJORITY OF DIRECTORS SIGN) _____

("B.C.A.", Title 18, § 211) _____

(CORPORATE SEAL) _____

STATE OF _____ }
COUNTY OF _____ } SS

I, _____ a Notary Public, in and for said County and State, hereby certify that on the _____ day of _____, 19____

Personally appeared before me and being first duly sworn, acknowledged that they signed the foregoing document in the respective capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

NOTARY PUBLIC

MY COMMISSION EXPIRES _____



OKLAHOMA TAX COMMISSION
STATE OF OKLAHOMA

CLARENCE L. DEWEESE, Chairman
L. L. LEININGER, Vice-Chairman
M. C. CONNORS, Sec'y-Member

2101 LINCOLN BLVD.
OKLAHOMA CITY, OKLAHOMA 73105

Franchise Tax DIVISION

September 29, 1969

File No. 219032

Mr. John Rogers
Secretary of State
211 State Capitol Building
Oklahoma City, Oklahoma

Re: Nowata Machine Works, Inc.

Dear Sir:

This is to advise the files of this office show the above named corporation has filed franchise tax returns for prior years, and all franchise taxes have been paid, and such corporation holds a license for the current fiscal year ending June 30, 1970.

OKLAHOMA TAX COMMISSION

By

J. Boyd Nay
J. Boyd Nay, Director
Franchise Tax Division

JBN:kb

REMITTANCES SHOULD BE MADE TO THE OKLAHOMA TAX COMMISSION AND REFER TO DIVISION

TRADEMARK
REEL 005384 FRAME: 0532

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

To all to Whom these Presents shall Come, Greetings:

WHEREAS, Articles of Incorporation duly signed and verified of

NOWATA MACHINE WORKS, INC.

have been filed in the office of the Secretary of State on the 16 day of September A. D., 19 63, as provided by the Laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation.

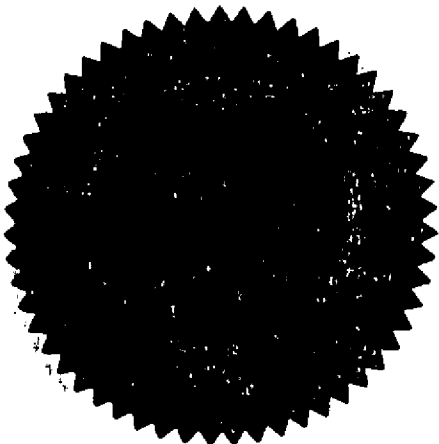
IN TESTIMONY WHEREOF, Thereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.

Done at the City of Oklahoma City, this 16

day of September, A. D. 19 63

James M. Bullard
Secretary of State

By: Jack Wettenfel
Assistant Secretary of State



216586

TRADEMARK

ARTICLES OF INCORPORATION

STATE OF OKLAHOMA }
COUNTY OF NOWATA } SS

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

We, the undersigned incorporators,

<u>Name</u>	<u>Address</u>
Norman Fry	419 North Elm, Nowata, Oklahoma
Hollis Fry	419 North Elm, Nowata, Oklahoma
LaRue Rush	419 North Elm, Nowata, Oklahoma

being persons legally competent to enter into contracts, for the purpose of forming a corporation under "The Business Corporation Act" of the State of Oklahoma, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is: Nowata Machine Works, Inc.

ARTICLE TWO

The address of its registered office in the State of Oklahoma is: 419 North Elm Street, in the City of Nowata, County of Nowata, and the name of its registered agent is Norman Fry, whose address is 419 North Elm Street, Nowata, Oklahoma.

ARTICLE THREE

Duration of the corporation is fifty (50) years.

ARTICLE FOUR

The purposes for which this corporation is formed are:

To conduct a general machine shop business including, but not by way of limitation, manufacturing, contract manufacturing and fabrication of metals, metal parts and metal products; the repair and reconditioning of all types of oil field and other equipment and machinery, and the rental or leasing of oil field and other equipment.

The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which this

corporation is empowered to exercise, whether expressly or impliedly, by force of the laws of the State of Oklahoma or by reasonable construction of said laws now or hereafter in effect.

ARTICLE FIVE

The aggregate number of shares which the corporation shall have authority to allot is One Thousand (1,000) shares, of Five Dollars (\$5.00) par value, common stock.

ARTICLE SIX

The amount of stated capital with which the corporation will begin business is Five Hundred Dollars (\$500.00), which has been fully paid in.

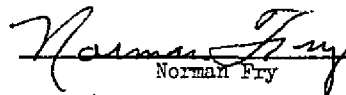
ARTICLE SEVEN

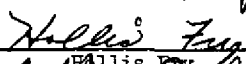
The number and class of shares to be allotted by the corporation before it shall begin business and the consideration to be received by the corporation therefor are:

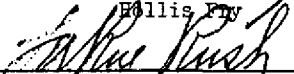
<u>Class of Shares</u>	<u>Number of Shares</u>	<u>Consideration</u>
Common	1,000	\$5,000.00

ARTICLE EIGHT

The number of directors to be elected at the first meeting of the shareholders is three.



Norman Fry


Hollis Fry


LaRue Rush

STATE OF OKLAHOMA }
COUNTY OF NOWATA } SS

Before me, a Notary Public, in and for said county and state, on this 12th day of September, 1963, personally appeared Norman Fry, Hollis Fry and LaRue Rush, to me known to be the identical persons who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal
the day and year above written.

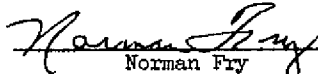

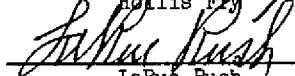

Notary Public

My commission expires May 1, 1967.

AFFIDAVIT AS TO PAID IN CAPITAL

STATE OF OKLAHOMA }
 } SS
COUNTY OF NOWATA }

Norman Fry, Hollis Fry and LaRue Rush, all of lawful age, being first duly sworn each for himself (herself) deposes and says that the above named affiants constitute a majority of the incorporators of Nowata Machine Works, Inc., a proposed corporation, and that the amount of stated capital with which said corporation will begin business, as set out in its attached Articles of Incorporation, has been fully paid in.


Norman Fry

Hollis Fry

LaRue Rush

Subscribed and sworn to before me this 12th day of September, 1963.


Notary Public

My commission expires May 1, 1967.