

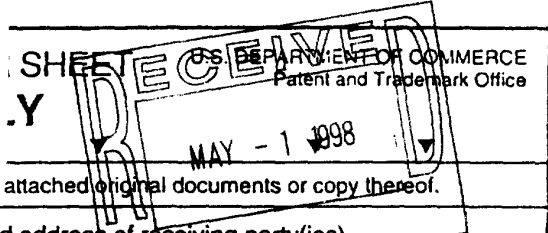
RM PTO-1594  
Rev. 6-93)

RE  
MAY 5-1-98

05-15-1998



100710910



1B No. 0651-0011 (exp. 4/94)

Tab settings

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

1. Name of conveying party(ies):  
Proctor & Schwartz, Inc.

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

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

2. Name and address of receiving party(ies)  
Name: Wolverine (Massachusetts)  
Corporation  
Internal Address: \_\_\_\_\_  
Street Address: 251 Gibraltar Road  
City: Horsham      State: PA      ZIP: 19044

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State      Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: September 23, 1994

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

|         |         |         |
|---------|---------|---------|
| 1244130 | PROCTOR | 7/5/83  |
| 765424  | PROCTOR | 2/25/64 |
| 1101965 | COM-PAK | 9/12/78 |

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Stanley B. Kita  
Name: Howson and Howson  
Internal Address: \_\_\_\_\_  
Street Address: Box 457  
One Spring House Corporate Center  
City: Spring House      State: PA      ZIP: 19477

6. Total number of applications and registrations involved: ..... 3

7. Total fee (37 CFR 3.41).....\$ 90.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
08-3040  
(Attach duplicate copy of this page if paying by deposit account)

05/13/1998 SSMITH 00000241 1244130 DO NOT USE THIS SPACE

01 FC-481 40.00 OP  
02 FC-482 50.00 OP  
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.

Stanley B. Kita  
Name of Person Signing      Signature      Date: April 29, 1998

Total number of pages including cover sheet, attachments, and document: 5

State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PROCTOR & SCHWARTZ, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "WOLVERINE (MASSACHUSETTS) CORPORATION" UNDER THE NAME OF "WOLVERINE (MASSACHUSETTS) CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1994, AT 2 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2250505 8100M

950040402

AUTHENTICATION: 7417462

DATE: 02-22-95

TRADEMARK

SENT BY: EPSTEIN BECKER & GREEN: 1-15-98 1:36PM REEL: 1727, FRAME: 0868

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**PROCTOR & SCHWARTZ, INC.  
(a Delaware corporation)**

**WITH AND INTO**

**WOLVERINE (MASSACHUSETTS) CORPORATION  
(a Delaware corporation)**

The undersigned hereby certifies as follows:

1. Proctor & Schwartz, Inc. ("P&S") is a corporation organized and existing under the laws of the State of Delaware.
2. P&S is a wholly-owned subsidiary of Wolverine (Massachusetts) Corporation ("Wolverine"), a corporation organized and existing under the laws of the State of Delaware.
3. The laws of the State of Delaware permit the merger of two domestic corporations.
4. The merger between Wolverine and P&S has been adopted, approved, certified, executed and acknowledged by Wolverine in accordance with the laws of the State of Delaware.
5. Wolverine hereby merges P&S with and into Wolverine.
6. The following is a copy of the resolutions adopted on September 23<sup>rd</sup> 1994 by the sole Director of Wolverine approving the short-form merger of P&S with and into Wolverine:

**RESOLVED:** That the sole Director of the Corporation deems it advisable and in the best interests of the Corporation and its sole stockholder that Proctor & Schwartz, Inc. ("P&S") be merged with and into Wolverine (Massachusetts) Corporation ("Wolverine"), that all of the estate, property, rights, privileges, powers and franchises of P&S be vested in and held and enjoyed by Wolverine as fully and entirely and without change or diminution as the same were before held and enjoyed by P&S in its name and that Wolverine assume all of the obligations of P&S.

**RESOLVED:** That the effective time (the "Effective Time") of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be effective upon filing with the Secretary of State of the State of Delaware, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the Effective Time.


**RESOLVED:** That the President or any officer designated by the President be, and acting singly hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver (as required) any agreements, instruments and documents and to take any and all other action as they, or any of them, shall determine to be necessary or appropriate in order to effectuate the transaction contemplated by the foregoing resolutions, and the taking of any such action by any of them, shall be conclusive evidence that the same was authorized and ratified hereby.

**RESOLVED:** That the President of the Corporation and any officer of the Corporation so designated by the President is authorized to execute and file all documents as may be necessary in connection with the proposed merger with any State and/or Federal agencies in order to effectuate said Agreement of Merger, including but not limited to all blue sky filings and a Certificate of Merger and Ownership with the Secretary of State of the State of Delaware.

**RESOLVED:** That any and all prior acts of the officers of the Corporation and of any person or persons designated and authorized to act on behalf of the Corporation, which acts would have been authorized by the preceding resolutions but for the fact that such acts were taken prior to the adoption of the preceding resolutions, are hereby severally ratified, confirmed, approved and adopted as acts in the name and on behalf of the Corporation.

EXECUTED on the 23rd day of September, 1994.

**WOLVERINE (MASSACHUSETTS) CORPORATION**

By:   
 Deepak Kulkarni, President

Attest:

  
 Gabor Garai, Assistant Secretary  
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