

FORM PTO-1594
 1-22-92

To the Honorable Commissioner

05-26-1998



100718791

SHEET

U.S. DEPARTMENT OF COMMERCE
 Patent and Trademark Office

he attached original documents or copy thereof.

1. Name of conveying party(ies):
 Edpa Products, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Oregon Other
 Additional name(s) of conveying party(ies) attached? yes no

3. Nature of Conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 26, 1997

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

Name: The Supra Group, Inc.
 Internal Address: _____
 Street Address: 2611 Pringle Rd. S.E.
 City Salem State OR ZIP 97302

- Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Oregon
 Other _____

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

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

A. Trademark Application No. (s)

B. Trademark registration No. (s)
2,135,568

Additional numbers attached? Yes No

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

Name: William Y. Conwell
Klarquist Sparkman Campbell Leigh & Winston, LLP

Internal Address:
One World Trade Center, Suite 1600
 Street Address:
121 S.W. Salmon Street, Suite 1600
 City Portland State Oregon ZIP 97204-2988

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): ..\$40.00

- Enclosed
 Any deficiency/overpayment is authorized to be charged to deposit account

R. Deposit account number: 02-4550

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.

William Y. Conwell
 Name of Person Signing

[Signature]
 Signature

May 7, 1998
 Date

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

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

TRADEMARK
 REEL: 1729 FRAME: 0731

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **PHIL KEISLING**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
**Articles of
Merger**
filed on
December 26, 1997
for
SUPRA PRODUCTS, INC.

merging with and into
THE SUPRA GROUP, INC.

is a true copy of the original document
that has been filed with this office.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State

By Debbie Virag
Debbie Virag
March 11, 1998

TRADEMARK
REEL: 1729 FRAME: 0732

1102

Submit the original
and one true copy
\$10.00

Corporation Division - Business Registry

THIS SPACE FOR OFFICE USE ONLY

FILED

DEC 26 1997

**OREGON
SECRETARY OF STATE**

Survivor's Registry Number:

250161-89

ARTICLES OF MERGER

For Parent and 90% Owned Subsidiary
Without Shareholder Approval

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

THE SUPRA GROUP, INC.

1. Name of parent corporation: _____

Oregon registry #: 250161-89 ✓

2. Name of subsidiary corporation: SUPRA PRODUCTS, INC.

Oregon registry #: 077149-18 ✓

3. Name of surviving corporation: THE SUPRA GROUP, INC.

4. A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

5. Check the appropriate box:

- A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____, 19____.
- The mailing of a copy of the plan or summary was waived by all outstanding shares.

Execution:	<u>Mary A. LaRue</u>	Mary A. LaRue	Secretary
	Signature	Printed name	Title

Person to contact about this filing:	<u>Mary A. LaRue</u>	215 575-2350
	Name	Daytime phone number

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION.
(11/93)

*12/24
CMT*

TRADEMARK
REEL: 1729 FRAME: 0733

Exhibit A

PLAN OF COMPLETE LIQUIDATION BY MERGER

of

SUPRA PRODUCTS, INC.

into

THE SUPRA GROUP, INC.

THIS IS A PLAN OF COMPLETE LIQUIDATION BY MERGER (the "Plan of Merger") of SUPRA PRODUCTS, INC., an Oregon corporation adopted pursuant to Section 332 of the Internal Revenue Code of 1986, as amended, and the provisions of the Oregon Business Corporation Act Law. The Plan was approved on December 17, 1997 by THE SUPRA GROUP, INC., a business corporation incorporated under the laws of the State of Oregon and by resolution adopted by its Board of Directors on said date.

1. THE SUPRA GROUP, INC., an Oregon corporation, owns all of the outstanding stock of SUPRA PRODUCTS, INC., and pursuant to the provisions of the Oregon Business Corporation Law, SUPRA PRODUCTS, INC., will be merged into THE SUPRA GROUP, INC., which shall be the surviving corporation upon the effective date of the merger in the state of Oregon and which is sometimes hereinafter referred to as the "parent corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the Oregon Business Corporation Act. The separate existence of SUPRA PRODUCTS, INC., which is a wholly-owned subsidiary of THE SUPRA GROUP, INC., and which is sometimes hereinafter referred to as the "subsidiary corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Oregon Business Corporation Act and the parent corporation shall assume all of the liabilities of the subsidiary corporation.

2. The Articles of Incorporation of the parent corporation upon the effective date of the merger in the State of Oregon shall be the Articles of Incorporation of said parent corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Oregon Business Corporation Act.

3. The issued shares of the subsidiary corporation shall not be converted or exchanged in any manner inasmuch as the parent corporation presently owns all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued shares of the subsidiary corporation shall be surrendered and extinguished upon the effective date of the merger in the jurisdiction of its organization. The issued shares of the parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger in the State of Oregon shall continue to represent one issued share of the parent corporation.

TRADEMARK

REEL: 1729 FRAME: 0734

4. This Plan of Merger having been duly approved and adopted on behalf of the parent corporation in accordance with the provisions of the Business Corporation Act of the State of Oregon and the merger of the subsidiary corporation into the parent corporation having been fully authorized in accordance with the provisions of said Business Corporation Act of the State of Oregon and this Plan of Merger having been fully approved on behalf of the subsidiary corporation in the manner prescribed by the provisions of the Oregon Business Corporation Act, the parent corporation and the subsidiary corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document prescribed by the laws of the State of Oregon, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

5. Any officer of the parent corporation and any officer of the subsidiary corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the State of Oregon and the Board of Directors and the proper officers of the parent corporation and of the subsidiary corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger therein provided for.

6. Notwithstanding the full approved and adoption of this Plan of Merger upon behalf of the parent corporation in accordance with the provisions of the Business Corporation Act of the State of Oregon and the full authorization of the merger in accordance therewith, and notwithstanding the full approval of this Plan of Merger upon behalf of the subsidiary corporation in accordance with the provisions of the Oregon Business Corporation Act, this Plan of Merger may be terminated at any time prior to the effective date of this Plan of Merger.

7. The effective date of this Plan of Merger and of the merger therein provided for shall be, insofar as the provisions of the Business Corporation Act of the State of Oregon shall govern, as of the close of business on the date of filing.