



Tab settings

To the Honorable Commissioner of Patent

100729880

Send original documents or copy thereof.

1. Name of conveying party(ies): Millennium Dynamics, Inc. 49 East Fourth Street Cincinnati, Ohio 45202

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Ohio, Other

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

2. Name and address of receiving party(ies)

Name: American Premier Underwriters, Inc.

Internal Address:

Street Address: One East Fourth Street

City: Cincinnati State: OH ZIP: 45202

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Pennsylvania, 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, Security Agreement, Other Correction 1668/0827, Merger, Change of Name

Execution Date: November 30, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,103,907

Additional numbers attached? Yes No

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

Name: Michael J. Bevilacqua, Esquire

Internal Address: Hale and Dorr LLP

Street Address: 60 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 1

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

Enclosed

Authorized to be charged to deposit account Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number:

08-0219

(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.

Michael J. Bevilacqua Name of Person Signing

Signature

May 24 1998 Date

Total number of pages including cover sheet, attachments, and document: 12

REC

01-06-1998



100598298

DEC 22 1997

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

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

1. Name of conveying party(ies): MDK  
Millennium Dynamics, Inc.  
49 East Fourth Street  
Cincinnati, Ohio 45202

12/22/97

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

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

2. Name and address of receiving party(ies):  
Name: American Premier Underwriters, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: One East Fourth Street  
City: Cincinnati State: OH ZIP: 45202

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Pennsylvania  
 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: November 30, 1997

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

A. Trademark Application No.(s)  
75/017737 75/017876  
74/631055  
75/286620 75/330889

B. Trademark Registration No.(s)  
2,013,907

Additional numbers attached?  Yes  No

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

Name: Michael J. Bevilacqua, Esquire  
Internal Address: Hale and Dorr LLP  
\_\_\_\_\_  
\_\_\_\_\_  
Street Address: 60 State Street  
\_\_\_\_\_  
City: Boston State: MA ZIP: 02109

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

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed  
 Authorized to be charged to deposit account  
*Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.*

8. Deposit account number:  
08-0219  
(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.*

Michael J. Bevilacqua  
Name of Person Signing

[Signature]  
Signature

December 19, 1997  
Date

Total number of pages including cover sheet, attachments, and document: **9**

01/05/98  
01 FC:81  
02 FC:82

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12/23/97



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

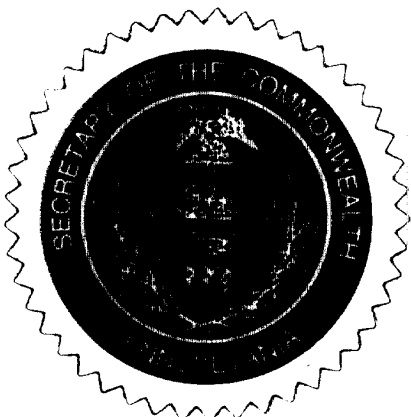
DECEMBER 17, 1997

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

AMERICAN PREMIER UNDERWRITERS, INC.

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, appearing to read "Yvette Kane".

Secretary of the Commonwealth

DPOS

9787-811

DEC - 1 1997

Microfilm Number \_\_\_\_\_  
 Entity Number 274030

Filed with the Department of State on \_\_\_\_\_  
 \_\_\_\_\_  
 Secretary of the Commonwealth C. C.

**ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION**  
 DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: American Premier Underwriters, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) \_\_\_\_\_  
 Number and Street City State Zip County

(b) c/o: CT Corporation \_\_\_\_\_ Philadelphia  
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) \_\_\_\_\_  
 Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of \_\_\_\_\_

\_\_\_\_\_  
 Number and Street City State Zip County

(PA. - 1424 - 11/1/93) 97 DEC - 1 PM 4:53  
 PA DEPT. OF STATE

9787-312

DSCB:15-1926 (Rev 90)-2

- 3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>American Premier Underwriters, Inc.</u>	<u>c/o CT Corporation System</u>	<u>Philadelphia</u>
<u>1635 Market Street</u>		
<u>Philadelphia, PA 19103</u>		

- 4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

- 5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>American Premier Underwriters, Inc.</u>	<u>-- adopted by action of the board</u>
<u>of directors of the parent corporation pursuant to 15 Pa.C.S. §1924(b)(3).</u>	

- 6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

- 7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip
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9787--813

DSCB:15-1926 (Rev 90)-3

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused the Articles of Merger to be signed by a duly authorized officer thereof this 1<sup>st</sup> day of December, 1997.

AMERICAN PREMIER UNDERWRITERS, INC.

(Name of Corporation)

BY: [Signature]

(Signature)

TITLE: Fred J. Runk, Senior Vice President

Millennium Dynamics, Inc.

(Name of Corporation)

BY: [Signature]

(Signature)

TITLE: Michael D. Rice, Vice President

9787-814

Exhibit A**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger is made this 30th day of November, 1997 between AMERICAN PREMIER UNDERWRITERS, INC., a Pennsylvania corporation ("American Premier") and MILLENNIUM DYNAMICS, INC., an Ohio corporation ("Millennium").

WHEREAS, the respective shareholders and Boards of Directors of American Premier and Millennium (hereinafter sometimes collectively referred to as the "Constituent Corporations") have approved the merger of Millennium with and into American Premier upon the terms and conditions set forth herein (the "Merger").

WHEREAS, Millennium is a wholly-owned subsidiary of American Premier.

NOW, THEREFORE, in accordance with Ohio Revised Code Section 1701.80 and 15 Pennsylvania Consolidated Statutes Section 1921(a), the corporations party to this Agreement, in consideration of the mutual covenants, agreements and conditions set forth herein, do hereby prescribe the following terms and conditions of said Merger and the manner of effectuating the same:

**ARTICLE 1****MERGER OF MILLENNIUM INTO AMERICAN PREMIER**

1.1 On the Effective Date (as hereinafter defined), Millennium shall be merged with and into American Premier, which shall be the Surviving Corporation (the "Surviving Corporation") and which shall continue in its corporate existence under the laws of the Commonwealth of Pennsylvania under the name "American Premier Underwriters, Inc." The location of the principal office in Pennsylvania of the Surviving Corporation is CT Corporation System, 1635 Market Street, Philadelphia, Pennsylvania 19103.

1.2 This Agreement and such supporting documents as are required shall be filed as promptly as possible with the Secretary of State of Pennsylvania and the Secretary of State of Ohio, and the date and time of such last filing shall be the effective date of the Merger (the "Effective Date").

**ARTICLE 2****CANCELLATION OF SHARES**

2.1 On and as of the Effective Date, each share of Millennium then issued and outstanding shall be canceled by the Merger.

2.2 The capital stock of American Premier shall be unaffected by the Merger and all presently issued and outstanding shares of capital stock of American Premier shall remain the issued and outstanding shares of capital stock of the Surviving Corporation immediately after the Effective Date of the Merger. The stated capital of each class of shares of the Surviving Corporation to be outstanding at the Effective Date shall remain unchanged.

2.3 The authorized capital stock of Millennium consists of 1,000 shares of common stock, \$1.00 par value per share, of which 1,000 shares are issued, outstanding and owned by the Surviving Corporation.

### ARTICLE 3

#### LEGAL AND FINANCIAL ASPECTS OF THE MERGER

3.1 The Articles of Incorporation and Bylaws of American Premier in effect as of the Effective Date of Merger provided for herein shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation and will otherwise remain unchanged.

3.2 The directors and officers of American Premier shall continue to be the directors and officers of the Surviving Corporation and shall continue in office until the next annual meetings of shareholders and directors or until their successors are duly qualified and elected.

3.3 From the Effective Date, the Surviving Corporation agrees to be sued and subject to service of process in the State of Ohio with respect to any obligation of Millennium as well as for the enforcement of any of its obligations arising from the Merger, including any suit or other proceedings pursuant to Ohio law. Pursuant to Ohio Revised Code Section 1701.79(B)(6), the Surviving Corporation hereby irrevocably appoints the Secretary of State of Ohio as its agent for service of process in any suit or other proceeding.

3.4 As the Surviving Corporation desires to continue to transact business in the State of Ohio as a foreign corporation, the Surviving Corporation affirms its appointment of CT Corporation System, 815 Superior Avenue, N.E., Cleveland, Ohio 44114 as its statutory agent with respect to service of any process, notice, or demand upon such statutory agent.

### ARTICLE 4

#### EFFECTS OF THE MERGER

From the Effective Date, the Merger shall have the effects provided by the laws of Ohio and Pennsylvania. Without limiting the generality of the foregoing, upon the Effective Date:



a. The separate existence of the Constituent Corporations shall cease, except that whenever a conveyance, assignment, transfer, deed, or other instrument or act is necessary to vest property or rights in the Surviving Corporation, the officers of the Constituent Corporations shall execute, acknowledge, and deliver such instruments and do such acts, and for such purposes, the existence of the Constituent Corporations and the authority of the officers and directors shall continue notwithstanding the Merger.

b. The Surviving Corporation shall possess all assets and property, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of the Constituent Corporations, and all obligations belonging to or due to the Constituent Corporations all of which shall be vested in the Surviving Corporation without further act or deed. Title to any real estate or any interest in the real estate vested in the Constituent Corporations shall not ever or in any way be impaired by reason of the Merger.

c. The Surviving Corporation shall be liable for all the obligations of the Constituent Corporations. Any claim existing, or action or proceeding pending, by or against the Constituent Corporations, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place.

d. All the rights of creditors of the Constituent Corporations shall be preserved unimpaired and all liens upon the property of the Constituent Corporations shall be preserved unimpaired on only the property affected by such liens immediately prior to the Effective Date of the Merger.

#### ARTICLE 5

#### MISCELLANEOUS

5.1 This Agreement shall be governed by and interpreted in accordance with the laws of the Commonwealth of Pennsylvania.

5.2 This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which shall together constitute one and the same Agreement.

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- 4 -

IN WITNESS WHEREOF, the parties hereunto have caused this Agreement to be executed as of the date first stated above by their duly authorized officers.

MILLENNIUM DYNAMICS, INC.

BY: 

Michael D. Rice  
Vice President

AMERICAN PREMIER UNDERWRITERS,  
INC.

BY: 

Fred J. Runk  
Senior Vice President and Treasurer

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