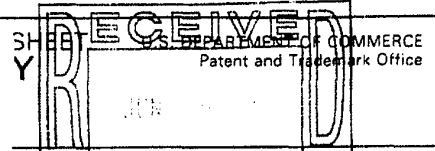


06-17-1998



6/5/98



100741364

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

1. Name of conveying party(ies):
APV BAKER, INC.

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

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

2. Name and address of receiving party(ies):
Name: APV CREPACO, INC.
Internal Address: 9525 W. Bryn Mawr Avenue
City: Rosemont State: IL ZIP: 60018

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: December 20, 1996
 Effective Date: January 1, 1997

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark registration No.(s)
 No. 765017 for "BAKER PERKINS AND DESIGN"

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: LEYDIG, VOIT & MAYER, LTD.
 Attention: Mark J. Liss
 Internal Address: [Case No.]
 85315
 Street Address: 180 North Stetson
 Two Prudential Plaza, Suite 4900
 City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 1

7. Total Fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Any additional amounts due are authorized to be charged to deposit account

8. Deposit account number: 12-1216
 (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.

Mark J. Liss *[Signature]* June 1, 1998
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
 06/16/1998 TTDW11 00000206 765017 40.00 OP
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231 TRADEMARK
 REEL: 1741 FRAME: 0048

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received		(FOR BUREAU USE ONLY)
DEC 26 1996		

FILED

DEC 27 1996

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

PH. 517-663-2525 Ref # 40227
 Attn: Cheryl J. Bizby
 MICHIGAN RUNNER SERVICE
 P.O. Box 266
 Eaton Rapids, MI. 48827-0266

Document will be returned to the name and address you enter above.

EFFECTIVE DATE: January 1, 1997

CERTIFICATE OF MERGER / CONSOLIDATION

For use by Domestic or Foreign Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), and/or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Certificate:

1. The Plan of Merger (~~Consolidation~~) is as follows:

a. The name of each constituent corporation and its identification number is:

APV Baker, Inc.

0 0 4 - 2 8 0

APV Crepaco, Inc.

6 0 7 - 7 6 0

b. The name of the surviving (new) corporation and its identification number is:

APV Crepaco, Inc.

6 0 7 - 7 6 0

c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
<u>APV Baker, Inc.</u>	<u>1,000</u>	<u>Common</u>	<u>none</u>
<u>APV Crepaco, Inc.</u>	<u>1,000</u>	<u>Common</u>	<u>none</u>
_____	_____	_____	_____
_____	_____	_____	_____

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

6250 (MICH. an 1889 - 5/15/95) 40227

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d. For each constituent nonstock corporation

- (i) If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

N/A

- (ii) If it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

N/A

e. The terms and conditions of the proposed merger (consolidation), including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving (consolidated) corporation, or into cash or other consideration, are as follows:

APV Baker, Inc. ("Baker") shall be merged with and into APV Crepaco, Inc. ("Crepaco"). The officers and directors and bylaws of Crepaco shall continue with respect to the Surviving Corporation. The Certificate of Incorporation of Crepaco shall be the Certificate of Incorporation of the Surviving Corporation. All outstanding shares of Baker shall be cancelled, and all outstanding shares of Crepaco shall be converted into shares of the Surviving Corporation. Both Crepaco and Baker are wholly-owned subsidiaries of the same corporation.

- f. If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

N/A

- g. Other provisions with respect to the merger (consolidation) are as follows:

"the plan of merger shall be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation."

2. (Complete for any foreign corporation only)

This merger (~~consolidation~~) is permitted by the laws of the state of Delaware

the jurisdiction under which APV Crepaco, INC.

(name of foreign corporation)

is organized and the plan of merger (~~consolidation~~) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office).

The merger (consolidation) shall be effective on the 1st day of January

19 97

4. (Complete applicable section for each constituent corporation)

a. (For domestic profit corporations only)

The plan of merger was approved by the unanimous consent of the incorporators of _____, which has not commenced business, has not issued any shares, and has not elected a Board of Directors. (Incorporators must sign on this page of the Certificate.)

b. (For profit corporations involved in a merger only)

The plan of merger was approved by the Board of Directors of _____, the surviving corporation, without the approval of the shareholders of that corporation in accordance with Section 701 of the Act.

c. (For profit corporations only)

The plan of merger was adopted by the Board of Directors of the following constituent corporations:

APV Baker, Inc.
APV Crepaco, INC.

and was approved by the shareholders of those corporations in accordance with Section 703a.

d. (For nonprofit corporations only)

The plan of merger or consolidation was adopted by the Board of Directors

(i) (Complete if organized upon a stock or membership basis)

of _____ was approved by the shareholders or members of that corporation in accordance with Sections 701 and 703(1) and (2) or pursuant to Section 407 by written consent and written notice, if required.

(ii) (Complete if organized upon a directorship basis)

of _____ in accordance with Section 703(3).

Sign this area for item 4(a).

Signed this _____ day of _____, 19__

Sign this area for items 4(b), 4(c), or 4(d).

Signed this 20th day of December, 19 96

APV BAKER, INC.

By Robert H. Rander (Name of Corporation)

(Only signature of President, Vice-President, Chairperson or Vice-Chairperson)

ROBERT H. RANDER President & CEO (Type or Print Name and Title)

Signed this 20th day of December, 19 96

APV CREPACO, INC.

By Irwin M. Shur (Name of Corporation)

(Only signature of President, Vice-President, Chairperson or Vice-Chairperson)

Irwin M. Shur Vice President (Type or Print Name and Title)

(MICH. - 1889)

RECORDED: 06/05/1998

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