

07-29-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

ONLY
JUL 27 1998

MRD 7-27-98

Tab settings



To the Honorable Commissioner

100778411

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Omega Corrugated, Inc.,
a California corporation
4900 Ondura Drive
Fredericksburg, Virginia 22407-8773

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 29, 1995

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

Name: Tufftex Corporation

Internal Address:

Street Address: 4900 Ondura Drive

City: Fredericksburg State: VA ZIP: 22407
8773

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Virginia
- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,839,442	1,396,826
1,841,350	1,396,828
1,864,727	1,450,787

Additional numbers attached? Yes No

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

Name: R. Webb Moore, Esquire

Internal Address:
Hirschler, Fleischer, Weinberg,
Cox & Allen

Street Address: P.O. Box 500

City: Richmond State: VA ZIP: 23218-0500

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

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/18/1998 DNGUYEN 06900268 1839441

DO NOT USE THIS SPACE

01 E:461 43.00 DF
02 E:482 125.00 DF

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.

R. Webb Moore, Esquire

Name of Person Signing

Signature

7-22-98

Date

Total number of pages comprising cover sheet: -10-

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
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Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

REEL: 1760 FRAME: 0703

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF MERGER OF

OMEGA CORRUGATED, INC.
(a California corporation)
AND
TUFTEX CORPORATION
(a Virginia corporation)

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Pursuant to Section 722 of Title 13.1, Chapter 9, Article 12 of the Code of Virginia, as amended, the undersigned corporations hereby execute the following articles of merger (the "Articles of Merger") and set forth the following:

ONE

Attached hereto as Exhibit A and incorporated herein by reference is the Plan of Merger by which Omega Corrugated, Inc., a California corporation ("Omega Corrugated"), shall be merged with and into Tuflex Corporation, a Virginia corporation ("Tuflex"), which shall be the surviving corporation (the "Plan of Merger"). The name of the surviving corporation shall be Tuflex Corporation, a Virginia corporation.

TWO

The directors of Tuflex have approved the Plan of Merger by signing a consent in writing, setting forth a resolution approving the Plan of Merger and directing that a copy of the Plan of Merger be submitted to the sole shareholder of Tuflex with the request that he approve the same.

The directors of Omega Corrugated have approved the Plan of Merger by signing a consent in writing, setting forth a resolution approving the Plan of Merger and directing that a copy of the Plan of Merger be submitted to the sole shareholder of Omega Corrugated with the request that he approve the same.

THREE

The sole shareholder of Omega Corrugated has adopted the Plan of Merger by signing a consent in writing, approving and authorizing the Plan of Merger.

The sole shareholder of Tuftex has adopted the Plan of Merger by signing a consent in writing, approving and authorizing the Plan of Merger.

FOUR

This merger is permitted by the laws of the Commonwealth of Virginia and the State of California and all conditions of the laws of each of these states with respect to this merger have been satisfied.

FIVE

The Articles of Merger shall become effective in both Virginia and California upon the issuance by the State Corporation Commission of the Commonwealth of Virginia of a Certificate of Merger.

The undersigned, who is the president of Omega Corrugated, Inc., a California corporation, and of Tuftex Corporation, a Virginia corporation, declares that the facts herein stated are true as of January 11, 1998.

TUFTEX CORPORATION,
a Virginia corporation

By: 
John D. Adair, Jr.
President

OMEGA CORRUGATED, INC.,
a California corporation

By: 
John D. Adair
President

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PLAN OF MERGER

This **PLAN OF MERGER** is dated January 9, 1995, between **TUFTEX CORPORATION**, a Virginia corporation ("Tuftex"), and **OMEGA CORRUGATED, INC.**, a California corporation ("Omega Corrugated").

Tuftex is a corporation duly organized and validly existing under the laws of the Commonwealth of Virginia. Its authorized capital stock consists of 5,000 shares of Common Stock, with a par value of One Dollar (\$1.00) per share, 800 of which have been issued and are outstanding as of the date hereof.

Omega Corrugated is a corporation duly organized and validly existing under the laws of the State of California. Its authorized capital stock consists of 1,000 shares of Common Stock, no par value, 800 of which have been issued and are outstanding as of the date hereof.

Tuftex and Omega Corrugated desire that Omega Corrugated be merged with and into Tuftex in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

ARTICLE I

Omega Corrugated shall be merged with and into Tuftex which shall be the surviving corporation ("Surviving Corporation"), in accordance with the applicable provisions of the Virginia Stock Corporation Act and the California Corporations Code. After the merger the Surviving Corporation will be a Virginia corporation and the name of the corporation shall be Tuftex Corporation. The merger shall become effective upon the issuance by the State Corporation Commission of the Commonwealth of Virginia of a certificate of merger and upon the filing with the Secretary of State of the State of California of the articles of merger (such time being called the "Effective Date of the Merger").

ARTICLE II

- (1) The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Tuftex existing on the date hereof.

- (2) The Bylaws of the Surviving Corporation shall be the Bylaws of Tuftex existing on the date hereof.

- (3) The officers and directors of the Surviving Corporation who shall hold office from the Effective Date of the Merger until their respective successors shall be duly elected and take office in accordance with the Bylaws

of the Surviving Corporation shall be the officers and directors of Tuftex on the Effective Date of the Merger.

ARTICLE III

On the Effective Date of the Merger, the shares of Common Stock, no par value, of Omega Corrugated issued and outstanding on such date shall be converted into an equal number of shares of Common Stock, One Dollar (\$1.00) par value per share, of the Surviving Corporation. Each share of Common Stock, One Dollar (\$1.00) par value per share, of Tuftex issued and outstanding on the Effective Date of the Merger shall continue to equal one share of Common Stock, One Dollar (\$1.00) par value per share, of the Surviving Corporation.

ARTICLE IV

After the Effective Date of the Merger, the holders of the certificates representing the issued and outstanding shares of the capital stock of Omega Corrugated (the "Omega Certificates") shall surrender the certificates evidencing the Omega Certificates to the Surviving Corporation, and shall be entitled to receive in exchange therefor certificates representing the number of shares of the Common Stock of the Surviving Corporation into which the shares represented by the Omega Certificates shall have been converted pursuant to Article III, without further action by the Surviving Corporation. Until surrendered, the

Omega Certificates shall be deemed for all corporate purposes to evidence ownership of the number of shares of the Common Stock of the Surviving Corporation into which the shares represented by such Omega Certificates shall have been converted pursuant to Article III.

ARTICLE V

After the approval of this Plan of Merger by the directors of each of Omega Corrugated and Tuftex, a copy of this Plan of Merger shall be duly submitted to the sole shareholder of each such corporation with the request that each such shareholder vote to approve and adopt this Plan of Merger in accordance with the provisions of the Virginia Stock Corporation Act and the California Corporations Code. Upon approval of this Plan of Merger by the sole shareholder of Omega Corrugated and Tuftex, Articles of Merger duly executed by the President of each such corporation shall be delivered to the State Corporation Commission of the Commonwealth of Virginia and to the Secretary of State of the State of California.

ARTICLE VI

If the merger shall become effective, the Surviving Corporation shall assume and pay all expenses in connection therewith not previously paid by the other corporation which is a party to this Plan of Merger. If the merger shall not become effective, each corporation which is a party to this Plan of

Merger shall pay all expenses incurred by it in connection with proceedings taken with respect to this Plan of Merger and the action completed hereunder.

ARTICLE VII

The Articles of Merger filed in Virginia and California shall contain (1) a statement that the merger is permitted by the laws of the state or country of incorporation of each foreign corporation which is a party and (2) a statement that each foreign corporation which is a party has complied or shall comply with the applicable laws of the state or country regarding such merger.

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

January 26, 1995

The State Corporation Commission finds the accompanying articles submitted on behalf of

TUFTEX CORPORATION

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

Omega Corrugated, Inc.

is merged into TUFTEX CORPORATION, which continues to exist under the laws of VIRGINIA with the name TUFTEX CORPORATION. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on January 26, 1995.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20436
95-01-19-0146

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

the foregoing is a true copy of the ARTICLES OF MERGER of TUFTEX
CORPORATION issued January 29, 1995.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: February 26, 1996

William J. Bridge

William J. Bridge, Clerk of the Commission

C1S20508
RECORDED: 07/27/1998

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