

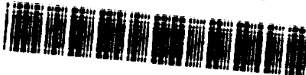
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RECORD

08-27-1998

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

8-21-98 TT



Tab settings

To the Honorable Commissioner of Patents & Trademarks

100803006

original documents or copy thereof.

1. Name of conveying party(ies):

Industrial Tectonics, Inc.

- Individual(s)
- General Partnership
- Corporation-State Michigan
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: November 6, 1985

2. Name and address of receiving party(ies)

Name: Industrial Tectonics, Inc.

Internal Address: 7222 W. Huron River Drive

Street Address: 7222 W. Huron River Drive

City: Dexter State: MI ZIP: 48130

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,090,201

Additional numbers attached? Yes No

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

Name: Richard C. Cooper

Internal Address: 695 Kenmoor

Street Address: P.O. Box 2567

City: Grand Rapids State: MI ZIP: 49501

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

8. Deposit account number:

16-2463

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

01 FC:481

40.00 (P)

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.

Richard C. Cooper
Name of Person Signing

Signature

8/17/98

9

Date

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

MICHIGAN DEPARTMENT OF COMMERCE -- CORPORATION AND SECURITIES BUREAU	
<p>FILED</p> <p>NOV 6 1985</p> <p>Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau</p>	<p>Date Received OCT 9 1985</p> <hr/> <p>NOV 05 1985</p> <hr/> <hr/>

CERTIFICATE OF MERGER/CONSOLIDATION

For use by Domestic or Foreign Corporations
(Please read instructions and Paperwork Reduction Act notice on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, as amended (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 corporation identification number (CID) is:

<u>INDUSTRIAL TECTONICS, INC. (Mich. Dom.)</u>	1 6 4 - 1 5 7
<u>INDUSTRIAL TECTONICS, INC. (Del. Dom.)</u>	-

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

<u>INDUSTRIAL TECTONICS, INC. (Del. Dom.)</u>	-
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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>INDUSTRIAL TECTONICS, INC. (Mich.)</u>	<u>Common-358,000</u>	<u>Common</u>	<u>Common</u>
<u>INDUSTRIAL TECTONICS, INC. (Del.)</u>	<u>Common-10,000</u>	<u>Common</u>	<u>Common</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:

NO CHANGE

MP (MICH. - 706 - 7/9/85)

d. For each constituent nonstock corporation N/A

(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.

(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:

Each share of stock of INDUSTRIAL TECTONICS, INC., the Michigan corporation, the merging corporation, which shall be outstanding on the effective date of the merger and all rights in respect thereof, shall be cancelled and no shares of stock of the surviving corporation shall be issued therefor. All issued shares of each corporation are owned by the parent corporation, A. JOHNSON & CO., INC.

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:

2. (Complete for any foreign corporation only)

This merger (~~consolidation~~) is permitted by the laws of the state of Delaware,
the jurisdiction under which INDUSTRIAL TECTONICS, 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 merger (consolidation) shall be effective on the _____ day of _____,

19

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4. (Complete applicable section for each constituent corporation)

a. (For domestic profit corporations only)

The plan of merger (~~consolidation~~) was approved by the unanimous consent of the incorporators of N/A, 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 N/A, the surviving corporation, without the approval of the shareholders of that corporation in accordance with Section 704 of the Act.

c. (For profit corporations only)

The plan of merger or consolidation was adopted by the Board of Directors of the following constituent corporations: **INDUSTRIAL TECTONICS, INC.**, the Delaware corporation, and **INDUSTRIAL TECTONICS, INC.**, the Michigan corporation.

and was approved by the shareholders of those corporations in accordance with Sections 701 to 704, or pursuant to Section 407 by written consent and written notice, if required by that section.

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 N/A and 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). (Continued)

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 19th day of September, 19 85.

By [Signature] **INDUSTRIAL TECTONICS, INC.**
(Name of Corporation)
(Signature)
Winslow P. Freeman, President
(Type or Print Name and Title)

Signed this 19th day of September, 19 85.

By [Signature] **INDUSTRIAL TECTONICS, INC.**
(Name of Corporation)
(Signature)
Winslow P. Freeman, President
(Type or Print Name and Title)

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization remitting fees:

C T Corporation System

C T Corporation System
1633 Broadway
New York, N.Y. 10019
Att: Joan Brunson

Preparer's name and business telephone number:

Joan Brunson

(212) 664-1666

INFORMATION AND INSTRUCTIONS

1. This form is issued under the authority of Act 284, P.A. of 1972, as amended, and Act 162, P.A. of 1982. The merger/consolidation cannot be filed until this form, or a comparable document, is submitted.

2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.

Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This certificate is to be used pursuant to sections 701 through 707 of the Act for the purpose of merging or consolidating two or more domestic and/or foreign corporations and pursuant to Section 731 if the merger or consolidation involves one or more foreign corporations.

4. If more than two corporations are merging or consolidating, the certificate may be adjusted as necessary, or the format may be used as a guide in drafting your own certificate. If additional space is required for any section, continue the section on an attachment.

5. Item 3 — This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.

6. If a domestic corporation is merging or consolidating into a foreign corporation that does not have a certificate of authority, this certificate cannot be filed until a tax clearance is received. To obtain such a clearance, contact the Tax Clearance Division, Michigan Department of Treasury, Treasury Building, Lansing, Michigan 48922, and request that the tax clearance be sent to the Corporation Division.

7. A domestic nonprofit charitable purpose corporation must obtain the consent of the Michigan Attorney General if it is merging or consolidating into a for profit corporation or a foreign nonprofit corporation that does not have a certificate of authority with Michigan. Contact the Charitable Trust Division, Michigan Attorney General, Room 670, Law Building, 525 West Ottawa, Lansing, Michigan 48913 at least 45 days before the desired effective date of the merger or consolidation.

8. This certificate must be signed in ink by the president, vice-president, chairperson, or vice-chairperson of each corporation that is merging or consolidating, unless the incorporators of a domestic profit corporation approve the merger or consolidation pursuant to sections 706 and 707 of the Act. In that event, the certificate must be signed in ink by all of the incorporators of that corporation in item 4.

9. FEES. Filing fee (Make remittance payable to State of Michigan) \$50.00

Merger — If the survivor is a domestic profit corporation whose authorized capital stock is increased, an additional fee is due equal to 1/2 mill (.0005) on each dollar of the increase over the previous highest authorized capital stock on which a franchise fee was paid.

Consolidation — Franchise fees are required for the articles of incorporation of the new consolidated corporation, if it is a domestic corporation.

Credit — If a foreign corporation authorized to transact business in this State merges or consolidates into a domestic profit corporation, the amount of franchise fees required to be paid by that domestic corporation shall be reduced by the initial or additional franchise fees paid to this State by the foreign corporation.

10. Mail form and fee to

Michigan Department of Commerce, Corporation and Securities Bureau, Corporation Division,
P.O. Box 30054, Lansing, MI 48909, Telephone: (517) 373-0493

TRADEMARK

REEL: 1773 FRAME: 0864

R I D E R

INDUSTRIAL TECTONICS, INC.

* * * * *

5. The by-laws of INDUSTRIAL TECTONICS, INC., the Delaware corporation, shall be the by-laws of the corporation surviving the merger.

6. The directors and officers of INDUSTRIAL TECTONICS, INC., the Delaware corporation, shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

7. The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

8. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation, respectively. The merged corporation hereby agrees from

time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

9. The surviving corporation hereby: (i) agrees that it may be served with process in the State of Michigan in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merged corporation; (ii) irrevocably appoints the Secretary of State of Michigan as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of the merged corporation the amount, if any, to which they shall be entitled pursuant to the laws of the State of Michigan

10. Anything herein or elsewhere to the contrary notwithstanding, this agreement may be terminated and abandoned

by the board of directors of any constituent corporation at any time prior to the date of filing the agreement with the Department of Commerce. This agreement may be amended by the board of directors of its constituent corporations at any time prior to the date of filing the agreement with the Secretary of State, provided that an amendment made subsequent to the adoption of the agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.