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OMB No. 0705-01-C

08-24-1998



100825210

Atty Docket No.

8-24-98

U.S. Patent & TMO/TM Mail ReptDt. #54

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

1. Name of conveying party(ies):
Chemtronics Inc. (NY Corporation)
LPS Laboratories, Inc. (DE Corporation)
E/M Corporation (DE Corporation)
American Safety Technologies Inc. (NJ Corporation)

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

Additional names(s) of conveying party(ies) attached Yes No

3. Nature of conveyance:

- Assignment Merger **and**
- Security Agreement Change of Name
- Other _____

Execution Date: July 1, 1998

2. Name and address of receiving party(ies)
Name: **Morgan Chemical Products, Inc.**

Internal Address:

Street Address: **565 Eagle Rock Avenue**

City: **Roseland** State: **NJ** Zip: **07068**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State **New Jersey**
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional names(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):
A. Trademark Application No.(s) **See attached schedules (B) for LPS Laboratories, Inc. and (C) for E/M Corporation**

5 pending applications

Additional numbers attached? Yes No

See attached schedules for
B. Trademark Registration No.(s)

Chemtronics Inc. Schedule A
LPS Laboratories, Inc. Schedule B
E/M Corporation Schedule C
American Safety Technologies, Inc. Schedule D

75 registrations

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

Name: **Sharan B. Flexner**

Internal Address: **Kilpatrick Stockton LLP**
Suite 2800

Street Address: **1100 Peachtree Street**

City: **Atlanta** State: **GA** Zip: **30309-4530**

6. Total number of applications and registrations involved: **80**

7. Total fee (37 CFR 3.41).....\$ **2,015.00**

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

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.

Sharan B. Flexner
Name of Person Signing

Signature

Date

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

JWATKINS 00000133 1705005

NO DP
1975 00 DP

09/09/1998
01 FC:461
02 FC:462

Schedule "A"
Chemtronics Inc.

| | Trademark | Registration Number |
|-----|------------------|----------------------------|
| 1. | C (stylized) | 1706085 |
| 2. | CHEM-WIK | 1144718 |
| 3. | CHEMASK | 1350194 |
| 4. | CHEMTRONICS | 1312859 |
| 5. | CHEMTRONICS | 847447 |
| 6. | DPL | 1351168 |
| 7. | E-SERIES | 1583222 |
| 8. | ELECTRO-WASH | 1107670 |
| 9. | FLUX-OFF | 1392064 |
| 10. | FLUX-OFF | 1125066 |
| 11. | FREEZ-IT | 1095582 |
| 12. | KONFORM | 1387910 |
| 13. | KONTACT RESTORER | 1093042 |
| 14. | PLAST-N-GLAS | 1358754 |
| 15. | SILKON 35 | 1335036 |
| 16. | TUN-O-WASH | 878874 |
| 17. | ULTRAJET | 1428956 |

Schedule "B"
LPS Laboratories, Inc.

| | Trademark | Registration Number | Application Number |
|-----|-----------------------|----------------------------|---------------------------|
| 1. | 1. | "" | 75/265962 |
| 2. | 2 | "" | 75/265747 |
| 3. | 3 | "" | 75/265746 |
| 4. | CHAIN MATE | 1652110 | |
| 5. | FORCE 842 | 1655976 | |
| 6. | LPS | 1329179 | |
| 7. | LPS 500 PLUS | 1376811 | |
| 8. | LPS 500 PLUS | 1376812 | |
| 9. | LPS and Design | 751930 | |
| 10. | NOFLASH | 2115439 | |
| 11. | POWER SHOT | 1642572 | |
| 12. | PRESOLVE | 1680925 | |
| 13. | TAP-ALL | 1380001 | |
| 14. | THERMAPLEX and Design | "" | 75/401950 |
| 15. | TKX | 2034483 | |

Schedule "C"
E/M Corporation

| | Trademark | Registration Number | Application |
|-----|-----------------------|---------------------|-------------|
| 1. | ANN-RO | "" | 75/171970 |
| 2. | CHAIN KOTE | 1067462 | |
| 3. | DRI KOTE | 1069184 | |
| 4. | E/M and Design | 1063084 | |
| 5. | E/MESSAGES | 1368944 | |
| 6. | E/MESSENGER | 1368945 | |
| 7. | ECOALUBE | 818997 | |
| 8. | ELECTRO-GRAPH | 767004 | |
| 9. | ELECTRO-MOLY | 767005 | |
| 10. | ELECTROBOND | 761253 | |
| 11. | ELECTROLUBE | 690783 | |
| 12. | ENDUROALLOY | 1242521 | |
| 13. | ENDUROCAM | 1230772 | |
| 14. | ENDUROGEAR | 1242520 | |
| 15. | ENDUROPLEX | 1242522 | |
| 16. | EVERLOX | 1058171 | |
| 17. | EVERLUBE | 897568 | |
| 18. | EVERSHIELD | 1194662 | |
| 19. | EVERSILK | 775640 | |
| 20. | FORMKOTE | 1058172 | |
| 21. | GEAR KOTE | 1211991 | |
| 22. | GUN KOTE | 870662 | |
| 23. | GUN KOTE | 857193 | |
| 24. | INLOX 44 | 785062 | |
| 25. | KAL-GARD | 847165 | |
| 26. | KAL-GARD | 847274 | |
| 27. | KAL-GARD | 878520 | |
| 28. | KRONA | 1166044 | |
| 29. | KRONA GOLD | 1166043 | |
| 30. | KRONA-MOLY | 1347120 | |
| 31. | KRONA-SYN | 1166042 | |
| 32. | LUBE-LOK (stylized) | 574981 | |
| 33. | LUBRI-BOND (stylized) | 586641 | |
| 34. | MICROSEAL | 1029589 | |
| 35. | NO-SWAB | 1021370 | |
| 36. | PERMA-SILK | 715293 | |

| | Trademark | Registration Number | Application |
|-----|-----------------|---------------------|-------------|
| 37. | PPCC and Design | 1061996 | |
| 38. | SARGE-GUARD | 1934264 | |
| 39. | SINTEF | 1522941 | |
| 40. | SUMMAR | 1442622 | |
| 41. | UNBAR | 1126275 | |
| 42. | VOC TRAK | 1815357 | |
| 43. | ZARTAN | 1071624 | |

Schedule "D"
American Safety Technologies, Inc.

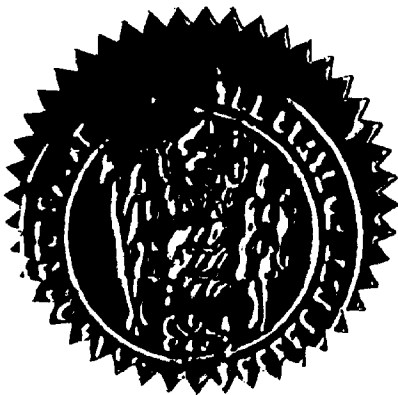
| | Trademark | Registration Number |
|----|------------------------------|----------------------------|
| 1. | ALUMALUN | 159250 |
| 2. | AMERICAN SAFETY TECHNOLOGIES | 1803574 |
| 3. | BRONZALUN | 155916 |
| 4. | EPOXO | 746471 |
| 5. | FERROX | 391799 |

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

MORGAN CHEMICAL PRODUCTS, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
July 1st, 1998
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
10th day of July, 1998*



James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

FILED

JUL 1 1998

CERTIFICATE OF MERGER

James A. DiIenerio, Jr.
State Treasurer

OF

CHEMTRONICS INC., A NEW YORK CORPORATION,

LPS LABORATORIES, INC., A DELAWARE CORPORATION

AND

E/M CORPORATION, A DELAWARE CORPORATION

Known in NJ as EM Lubricants

WITH AND INTO

AMERICAN SAFETY TECHNOLOGIES INC., A NEW JERSEY CORPORATION

Under Section 14A:10-7 of the New Jersey Business Corporation Act

To the Secretary of State
State of New Jersey

COPY

Pursuant to the provisions of the New Jersey Business Corporation Act, the undersigned corporation do hereby certify that:

FIRST: The names of the constituent corporations to the merger are American Safety Technologies Inc., a New Jersey business corporation ("AST"), Chemtronics Inc., a New York corporation ("Chemtronics"), LPS Laboratories Inc., a Delaware corporation ("LPS") and E/M Corporation, a Delaware corporation ("E/M").

SECOND: The surviving corporation of the merger is American Safety Technologies Inc., a New Jersey business corporation, which shall continue its existence under the laws of the State of New Jersey.

THIRD: Attached hereto is a copy of the Plan and Agreement of Merger pursuant to which Chemtronics, LPS, E/M, as of the effective date of the merger, shall be merged with and into AST as approved by the Board of Directors and the sole shareholder of AST on June 30, 1998, the Board of Directors and the sole shareholder of Chemtronics on June 30, 1998, the Board of Directors and the sole shareholder of LPS on June 30, 1998, and the Board of Directors and the sole shareholder of E/M on June 30, 1998.

FOURTH: The number and class of shares of each constituent corporation entitled to vote for said plan, the number of shares voted for said plan and the number of shares voted against said plan are as follows:

| <u>Corporation</u> | <u>Class</u> | <u>Shares</u> | <u>Shares voted for plan</u> | <u>Shares voted against plan</u> |
|--------------------|--------------|---------------|------------------------------|----------------------------------|
| AST | Common | 100 | 100 | 0 |
| Chemtronics | Common | 2 | 2 | 0 |
| LPS | Common | 100 | 100 | 0 |
| E/M | Common | 1,000 | 1,000 | 0 |

FIFTH: The Certificate of Incorporation and By-laws of the surviving corporation in effective immediately prior to the effective date, will be the Certificate of Incorporation and By-laws of the surviving corporation following the effective date, except that the Certificate of Incorporation of the surviving corporation is, as of the effective date of the merger, hereby amended to change by striking out the text of Article 1 thereof and by substituting in lieu of said text the following new text:

"The name of the Corporation is Morgan Chemical Products, Inc."

SIXTH: The laws of the jurisdiction of organization of each of Chemtronics, LPS and E/M permit a merger of a domestic business corporation into a business corporation of a foreign jurisdiction, and the merger of Chemtronics, LPS and E/M with and into AST is in compliance with the laws of the jurisdiction of incorporation of each of Chemtronics, LPS and E/M.

SEVENTH: The merger is to become effective on the date this Certificate of Merger is filed with the Secretary of State of the State of New Jersey.

Dated: July 1, 1998

AMERICAN SAFETY TECHNOLOGIES INC.

By: _____
Name: Robert Gasson
Title: President

CHEMTRONICS INC.

By: Robert W. Thomas
Name: Robert W. Thomas
Title: President

LPS LABORATORIES, INC.

By: James Allen
Name: James Allen
Title: President

E/M CORPORATION

By: William Megofus
Name: William Megofus
Title: President

Dated: July 1, 1998

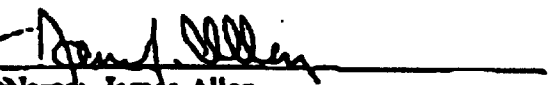
AMERICAN SAFETY TECHNOLOGIES INC.

By: 
Name: Robert Gasson
Title: President

CHEMTRONICS INC.

By: _____
Name: Robert W. Thomas
Title: President

LPS LABORATORIES, INC.

By: 
Name: James Allen
Title: President

EM CORPORATION

By: _____
Name: William Megofna
Title: President

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated this 1st day of July, 1998 (this "Agreement") by and among Morgan Chemical Products, Inc., a Delaware corporation ("MCPI"), American Safety Technologies Inc., a New Jersey business corporation ("AST"), Chemtronics Inc., a New York Corporation ("Chemtronics"), LPS Laboratories Inc., a Delaware corporation ("LPS") and E/M Corporation, a Delaware corporation ("E/M").

WITNESSETH:

WHEREAS, MCPI is the record and beneficial owner of all the authorized, issued and outstanding shares of common stock, no par value, of AST (the "AST Shares");

WHEREAS, MCPI is the record and beneficial owner of all the authorized, issued and outstanding shares of common stock, no par value, of Chemtronics (the "Chemtronics Shares");

WHEREAS, MCPI is the record and beneficial owner of all the authorized, issued and outstanding shares of common stock, par value \$ 10.00 per share, of LPS (the "LPS Shares");

WHEREAS, MCPI is the record and beneficial owner of all the authorized, issued and outstanding shares of common stock, par value \$ 0.01 per share of E/M (the "E/M Shares");

WHEREAS, MCPI and each of constituent corporations desires for each of Chemtronics, LPS and E/M to be merged with and into AST (the "Merger") on the terms and conditions provided herein;

WHEREAS, the merger of Majestic Lubricating Company Inc., an Oklahoma corporation with and into Hydrotex will have become effective prior to the merger of Chemtronics, LPS and E/M with and into AST contemplated by this Agreement;

NOW, THEREFORE, the parties hereto in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe to the terms and conditions of the Merger and mode of carrying the same into effect as follows:

1. Upon the terms and subject to the conditions of this Agreement, at the Effective Time (as hereinafter defined) Chemtronics, LPS and E/M shall be merged with and into AST in accordance with the laws of the states of New Jersey, Delaware and New York. AST shall be the surviving corporation (the "Surviving Corporation") and shall continue its existence under the laws of the State of New Jersey.

2. At the Effective Time, the Certificate of Incorporation of AST and the By-laws of AST, as heretofore amended and as in effect immediately prior to the Effective Time, shall

continue in full force and effect as the Certificate of Incorporation and the By-laws of the Surviving Corporation.

3. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the Surviving Corporation shall be as follows:

(a) At the Effective Time, the Chemtronics Shares, and all rights in respect thereof shall, upon consummation of the Merger and without any action on the part of the holder thereof, be canceled.

(b) At the Effective Time, the LPS Shares, and all rights in respect thereof shall, upon consummation of the Merger and without any action on the part of the holder thereof, be canceled.

(c) At the Effective Time, the E/M Shares, and all rights in respect thereof shall, upon consummation of the Merger and without any action on the part of the holder thereof, be canceled.

(d) At the Effective Time, each share of common stock of the Surviving Corporation which shall be issued and outstanding immediately prior to the Effective Time, shall remain issued and outstanding.

4. The terms and conditions of the merger are as follows:

(a) The Merger shall become effective (the "Effective Time") on the date the Certificate of Merger is filed with the Secretary of State of the State of New Jersey pursuant to Section 14A:10-4.1 of the New Jersey Business Corporation Act.

(b) A Certificate of Merger shall also be filed with the Secretary of State of the State of Delaware pursuant to Section 252 of the Delaware General Corporation Law.

(c) A Certificate of Merger shall also be filed by the Department of State of the State of New York pursuant to 904 of the New Business Corporation Law.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereto duly authorized as of the date first written above.

MORGAN CHEMICAL PRODUCTS, INC.

By: [Signature]
Name: SHARIL S. SPERS
Title: CFO

AMERICAN SAFETY TECHNOLOGIES INC.

By: _____
Name: _____
Title: _____

LPS LABORATORIES, INC.

By: [Signature]
Name: JAMES. AUSA
Title: PRESIDENT

CHEMTRONICS, INC.

By: [Signature]
Name: ROBERT W. THOMAS
Title: PRESIDENT

EM CORPORATION.

By: [Signature]
Name: BRUCE S. MERRILL SR.
Title: PRESIDENT

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereto duly authorized as of the date first written above.

MORGAN CHEMICAL PRODUCTS, INC.

By: _____
Name
Title

AMERICAN SAFETY TECHNOLOGIES INC.

By: [Signature]
Name
Title

LPS LABORATORIES, INC.

By: [Signature]
Name
Title

CHEMTRONICS, INC.

By: _____
Name
Title

E/M CORPORATION.

By: _____
Name
Title