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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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To the Honorable Commissioner of Patents

100870190

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Clyde Corporation

- Individual(s)
- General Partnership
- Corporation-State
- 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: August 31, 1995

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

Name: P.S.I. Engineered Systems, Inc.

Internal Address: SEP 18

Street Address: 11878 Hubbard

City: Livonia State: MI ZIP: 48150-1733

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

75/316735

Additional numbers attached?  Yes  No

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

Name: Marjory G. Basile, Esq.

Internal Address:

Miller, Canfield, Paddock and Stone, PLC

Street Address: 150 W. Jefferson, Suite 2500

City: Detroit State: MI ZIP: 48226

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:

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

09/21/1998 INDIAN 00000229 75316735

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DO NOT USE THIS SPACE

Fee OK

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.

Marjory G. Basile, Esq.  
Name of Person Signing

*Marjory Basile*  
Signature

9-8-95  
Date

Total number of pages comprising cover sheet:

6

OMB No. 0551-0011 (exp. 10-97)

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TRADEMARK  
REEL: 1789 FRAME: 0783

**MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU**

Date Received <b>AUG 29 1995</b>	Adjusted per telephone authorization (FOR BUREAU USE ONLY) from Thomas G. Appleman
	1 of 2

FILED

AUG 29 1995

Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

EFFECTIVE DATE: **August 31, 1995**

11:59 p.m.

Name		
<b>Thomas G. Appleman, Esq.</b>		
Address <b>Miller, Canfield, Paddock and Stone, P.L.C.</b>		
<b>1400 North Woodward Avenue, Ste. 100</b>		
City	State	ZIP Code
<b>Bloomfield Hills</b>	<b>MI</b>	<b>48303-2014</b>

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

### 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:

P.S.I. Engineered Systems, Inc.

3	0	8	-	8	1	6
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Clyde Corporation

2	5	3	-	8	0	3
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b. The name of the surviving (new) corporation and its identification number is:

P.S.I. Engineered Systems, Inc.

3	0	8	-	8	1	6
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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>P.S.I. Engineered Systems, Inc.</u>	<u>1,000 Shares Common Stock</u>	<u>Common Stock</u>	<u>Common Stock</u>
	<u>\$1.00 par value</u>		
<u>Clyde Corporation</u>	<u>10,000 Shares Common Stock</u>	<u>Common Stock</u>	<u>Common Stock</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:

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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:

P.S.I. Engineered Systems, Inc.  
Clyde Corporation

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 \_\_\_\_\_ 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).

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 24<sup>TH</sup> day of August, 1995.

P.S.I. Engineered Systems, Inc.  
(Name of Corporation)

By William J. Kelly  
(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)  
PRESIDENT  
(Type or Print Name and Title)

Signed this 24<sup>TH</sup> day of August, 1995.

Clyde Corporation  
(Name of Corporation)

By William J. Kelly  
(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)  
PRESIDENT  
(Type or Print Name and Title)

AGREEMENT AND PLAN OF MERGER  
OF  
P.S.I. ENGINEERED SYSTEMS, INC.  
AND  
CLYDE CORPORATION

---

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") dated as of August 24, 1995, by and among P.S.I. ENGINEERED SYSTEMS, INC., a Michigan corporation ("ESI"), and CLYDE CORPORATION, a Michigan corporation ("Clyde") (ESI and Clyde are sometimes referred to herein as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, ESI is a corporation organized and existing under the laws of the State of Michigan, with authorized capital stock consisting of 50,000 shares of common stock, \$1.00 par value ("ESI Common Stock"), of which 1,000 shares are issued and outstanding; and

WHEREAS, Clyde is a corporation organized and existing under the laws of the State of Michigan, with authorized capital stock consisting of 60,000 shares of common stock ("Clyde Common Stock"), of which 10,000 shares are issued and outstanding; and

WHEREAS, the Boards of Directors and Sole Shareholder of ESI and Clyde have approved this Plan of Merger and determined that it is advisable, desirable and in the best interests of ESI and Clyde that Clyde merge with and into ESI, and that ESI shall be the surviving corporation, in the manner and upon the terms and conditions hereinafter set forth and with the effects provided by and pursuant to the applicable provisions of the laws of the State of Michigan; and

WHEREAS, the Constituent Corporations intend that the merger become effective on August 31, 1995 at 11:59 p.m., Livonia, Michigan time.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, it is hereby agreed that Clyde be merged with and into ESI as follows:

1. (a) The Constituent Corporations shall, on August 31, 1995, at 11:59 p.m. Livonia, Michigan time (the "Effective Time"), be merged into a single corporation in accordance with the applicable provisions of the laws of the State of Michigan (the "Merger"), and Clyde shall merge with and into ESI, and ESI shall be the surviving corporation of the Merger (the "Surviving Corporation").

(b) The separate existence of Clyde shall cease at the Effective Time, and the existence of ESI shall continue unaffected and unimpaired by the Merger with all of the rights, privileges, immunities and powers and subject to all of the duties and liabilities of a corporation organized under the MBCA.

2. (a) Simultaneously with the Merger becoming effective, the Articles of Incorporation and Bylaws of ESI shall be and remain the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation, until altered, amended or repealed as therein provided or as provided by the MBCA.

(b) The directors and officers of ESI in office on the Effective Time shall constitute the Directors and Officers of the Surviving Corporation until their respective successors shall have been duly elected or appointed and qualified or until earlier death, resignation or removal. The directors and officers of Clyde shall be deemed to have resigned at the Effective Time.

3. The mode of carrying the Merger into effect and the manner and basis of converting the shares of each of the Constituent Corporations into shares, bonds or other securities of the Surviving Corporation or into cash or other consideration, or cancellation of such shares shall be as follows:

(a) Each share of Clyde Common Stock outstanding immediately before the Merger becomes effective shall, by virtue of the Merger and without any action by the holder thereof, be cancelled.

(b) Each share of ESI Common Stock issued and outstanding immediately before the Merger becomes effective shall, by virtue of the Merger and without any action by the holder thereof, continue to represent one share of common stock of the Surviving Corporation.

4. At and after the Effective Time, the Merger shall have the effects set forth in Section 724(1) of the MBCA.

5. Each of the Constituent Corporations shall take or cause to be taken all action, or do or cause to be done all things necessary, proper or advisable under the laws of the State of Michigan to consummate and make effective the Merger.

6. At any time before the Effective Time, the Merger may be abandoned by ESI and Clyde by action of their respective Boards of Directors.

7. This Plan of Merger shall be governed by, and construed in accordance with, the internal laws of the State of Michigan.

8. This Plan of Merger may be executed in any number of counterparts, each of which shall be an original and all of which together shall be one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first above written.

P.S.I. ENGINEERED SYSTEMS, INC.

By William J. Kelly  
Its PRESIDENT

CLYDE CORPORATION

By William J. Kelly  
Its PRESIDENT

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