

R:

11-04-1998



100869099

To the Honorable Commissioner

ched original documents or copy thereof.

1. Name of conveying party(ies):

AEL Leasing Co., Inc.

10-26-98

- Individual(s)
- General Partnership
- Corporation-Pennsylvania
- 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: May 12, 1998 (Effective Date May 31, 1998)

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

Bankers Leasing Association, Inc. merged into
AEL Leasing Co., Inc. with the surviving
corporation being AEL Leasing Co., Inc.
6 Commerce Drive
Reading, Pennsylvania 19607

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation: Pennsylvania
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designa-
tion is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

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

A. Trademark Application No.(s) (75/362,058)

B. Trademark Reg. No.(s): 1,281,852; 1,516,611; 1,563,722;
1,568,773; 1,788,962; 1,838,136; 1,838,070; 1,843,210;
1,915,405; 1,916,789; 1,920,154; 1,928,184; 1,933,549;
1,963,765; 1,987,979; 2,170,737

Additional numbers attached Yes No

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

Harriet E. Perkins, Esq.
Seidel, Gonda, Lavorgna & Monaco, P.C.
Suite 1800 Two Penn Center Plaza
Philadelphia, PA 19102

Attorney Docket No. 5577-21

6. Total number of applications and registrations involved:

17

7. Total fee (37 CFR 3.41)

\$440.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

DO NOT USE THIS SPACE

9. 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.

HARRIET E. PERKINS

Name of Person Signing

Harriet E. Perkins

Signature

23 October 1998

Date

Total number of pages including cover sheet, attachments and document: 3

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

Do not detach this portion

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

11/03/1998 SBURNS 00000004 191135 75362058

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

01 FC:481 40.00 CH
02 FC:482 400.00 CH

THIS IS A TRUE COPY OF
Microfilm Number THE ORIGINAL SIGNED
Entity Number DOCUMENT FILED WITH
THE DEPARTMENT OF STATE.

MAY 29 1998
Filed with Department of State on _____
[Signature]
Secretary of the Commonwealth

ARTICLES OF MERGER - DOMESTIC BUSINESS CORPORATION
DSCB:15-1926 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. Section 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

- The name of the corporation surviving the merger is: AEL Leasing Co., Inc.
- The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):
 - (a) 6 Commerce Drive, Reading, PA 19607-9704, Berks County.
 - (b) Not applicable.

3. The name and the address of the principal office of the non qualified foreign business corporation which is a party to the plan of merger are as follows:

<u>Name of Corporation</u>	<u>Address</u>	<u>State of Incorporation</u>
Bankers Leasing Association, Inc.	4201 Lake Cook Road,	Northbrook Illinois 60062

- The plan of merger shall be effective May 31, 1998.
- The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
AEL Leasing Co., Inc.	Adopted by action of the Board and the Shareholders pursuant to 15 Pa.C.S. Section 1924 (a)

- The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.
- The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 12 day of May, 1998.

AEL LEASING CO., INC.

BANKERS LEASING ASSOCIATION, INC.

By: *[Signature]*
Title: Pres

By: *[Signature]*
Title: CSVR

AGREEMENT OF MERGER
MERGING BANKERS LEASING ASSOCIATION, INC.
INTO
AEL LEASING CO., INC.

1. Merger.

Bankers Leasing Association, Inc., an Illinois Corporation, shall be merged into AEL Leasing Co., Inc., a Pennsylvania Business corporation, pursuant to Article IX of the Pennsylvania Business Corporation Law, as amended.

2. Surviving Corporation.

AEL Leasing Co., Inc. shall be the surviving corporation in the merger and shall retain its present corporate name.

3. Ownership of Capital Stock.

AEL Leasing Co., Inc. is authorized to issue 5,000 shares of voting common stock, par value \$1.00 per share. Bankers Leasing Associates, Inc. is authorized to issue 60,000 shares of voting common stock, par value of \$00.00.

4. Terms and Conditions of Merger.

On the effective date of the merger, the separate existence of Bankers Leasing Associates, Inc. shall cease, the shares of Bankers Leasing Associates, Inc. shall be cancelled, and all property, both real and personal, of Bankers Leasing Associates, Inc. shall be transferred and vested in AEL Leasing Co., Inc. On the effective date and thereafter, AEL Leasing Co., Inc. shall be responsible for all liabilities and obligations of Bankers Leasing Associates, Inc.

5. Articles of Incorporation and By-Laws.

No change in the Articles of Incorporation or By-Laws of AEL Leasing Co., Inc. shall occur by reason of the merger.

6. Effective Date.

The effective date of the merger shall be May 31, 1998.

IN WITNESS WHEREOF, the undersigned, pursuant to duly authorized Board approval, execute this Agreement of Merger this 12 day of MAY, 1998.

AEL LEASING CO., INC.

BANKERSLEASING ASSOCIATION, INC.

By: [Signature]
Title: Pres

By: [Signature]
Title: 6508