

11-04-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MRD 10-19-98

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year
9 30 98

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
9 22 98

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

11/02/1998 TTRM11 00000123 500300 1744243

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 75.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1807 FRAME: 0459

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/179352"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1744243"/>	<input type="text" value="1846118"/>	<input type="text" value="1746754"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Kelly C. Scott, Esq.

Name of Person Signing



Signature

10/13/98

Date Signed

RECEIVED

SEP 23 1998

WISCONSIN
DFI

ARTICLES OF MERGER
OF
VIRO RESEARCH INTERNATIONAL, INC.
INTO
METREX RESEARCH CORPORATION

The undersigned, Metrex Research Corporation, a Wisconsin corporation ("Parent"), desiring to give notice of corporate action effectuating the merger of its wholly-owned subsidiary, Viro Research International, Inc., a Colorado corporation, ("Subsidiary") into Parent, and acting by its officers and pursuant to Sections 180.1104 and 180.1107 of the Wisconsin Business Corporation Law and Sections 7-111-104 and 7-111-107 of the Colorado Business Corporation Act, hereby certifies the following:

1. Stock Ownership. Parent owns all of the issued and outstanding stock of Subsidiary.
2. Plan of Merger. The Board of Directors of Parent has adopted a Plan of Merger in accordance with Section 180.1104 of the Wisconsin Business Corporation Law. A copy of the Plan of Merger is attached hereto as Exhibit A.
3. Effective Date. The merger shall be effective as of 11:59 p.m. CDT on September 30, 1998.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed in its name by its Assistant Secretary this 22nd day of September, 1998.

METREX RESEARCH CORPORATION

By: 
R. Jeffrey Harris, Assistant Secretary

This instrument was drafted by:
% Kathryn M. Coates
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497

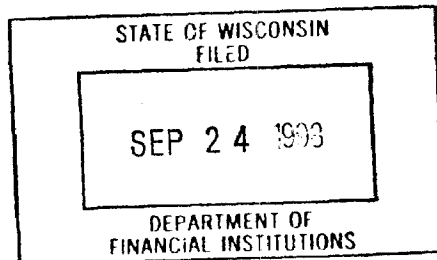


Exhibit A

PLAN OF MERGER
OF
VIRO RESEARCH INTERNATIONAL, INC.
INTO
METREX RESEARCH CORPORATION

WHEREAS, Metrex Research Corporation ("Parent"), a corporation organized and existing under the laws of the State of Wisconsin, owns all of the outstanding shares of stock of Viro Research International, Inc. ("Subsidiary"), a corporation organized and existing under the laws of the State of Colorado; and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent;

NOW, THEREFORE, the terms and conditions of the merger of Subsidiary into Parent (the "Merger") are as follows:

ARTICLE I

MERGER; EFFECTIVE TIME

At the Effective Time of the Merger (as hereinafter defined) the separate existence of Subsidiary shall cease and Subsidiary shall be merged into Parent pursuant to Section 180.1104 of the Wisconsin Business Corporation Law and Section 7-111-104 of the Colorado Business Corporation Act. The Effective Time of the Merger shall be 11:59 p.m. CDT on September 30, 1998.

ARTICLE II

SHARES OF PARENT AND SUBSIDIARY

1. Parent Shares. Each share of stock of Parent issued and outstanding or in the treasury of the Parent at the Effective Time of the Merger shall continue to be one such share of the Surviving Corporation.

2. Subsidiary Shares. Each share of stock of Subsidiary issued and outstanding or in the treasury of the Subsidiary shall be retired and canceled at the Effective Time of the Merger, and no shares of stock of the Parent or other consideration shall be issued in exchange therefor.

ARTICLE III

EFFECT OF MERGER

The effect of the Merger shall be as provided in Section 180.1106 of the Wisconsin Business Corporation Law and Section 7-111-106 of the Colorado Business Corporation Act.

ARTICLE IV

FEDERAL INCOME TAX EFFECT

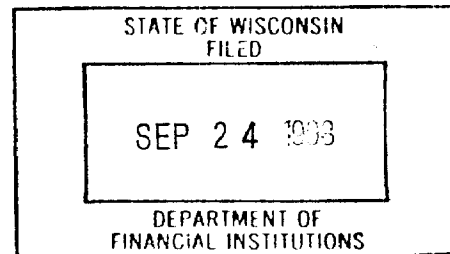
This Plan of Merger is intended to constitute a plan of reorganization within the meaning of the Internal Revenue Code of 1986, as amended.

ARTICLE V

TERMINATION AND ABANDONMENT

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

* * * * *





CT System

CT Corporation Systems
1675 Broadway
Denver, CO 80202
Tel: (303)-629-2500
Fax: (303) 629-2525

TO: Sue Barker
Quarles & Brady
411 East Wisconsin Ave
Milwaukee , WI 53202

RE: Viro Research International Inc into Metrex Research Corp
JOB# 1435556 (Expedited Service)

As you requested, enclosed is/are document(s) in reference to the above-mentioned company(s) filed in the state of **Colorado:**

- | | | |
|---|--|---|
| <input type="checkbox"/> Qualification | <input checked="" type="checkbox"/> Merger | <input type="checkbox"/> Change of Agent |
| <input type="checkbox"/> Incorporation | <input type="checkbox"/> Amendment | <input type="checkbox"/> Certified Copie(s) |
| <input checked="" type="checkbox"/> G.S. Short Form | <input type="checkbox"/> G.S. Long Form | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Withdrawal | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Annual Report |
| <input type="checkbox"/> UCC Filing | <input type="checkbox"/> Name Reservation | |

Date of Filing/Order: 9/24/98

VIA: Fax / Reg Mail

Please call if you have any questions regarding this filing/order.

Thank you for letting the Denver fulfillment team be of service.

Paula Grajeda
Fulfillment Specialists

CC: Nancy Hryszczuk / Chicago CT



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

METREX RESEARCH CORPORATION
(WISCONSIN CORPORATION)

FILE # 19951024984 WAS FILED IN THIS OFFICE ON February 28, 1995
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: September 16, 1998

Victoria Buckley

SECRETARY OF STATE

**ARTICLES OF MERGER
OF
VIRO RESEARCH INTERNATIONAL, INC.
AND
METREX RESEARCH CORPORATION**

FILED - CUSTOMER COPY
VICTORIA BUCKLEY
COLORADO SECRETARY OF STATE

19981172486 C
\$ 75.00
SECRETARY OF STATE
09-24-1998 12:07:09

To the Secretary of State
State of Colorado

Pursuant to the provisions of Sections 7-111-104 and 7-111-107 of the Colorado Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following Articles of Merger:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Colorado is Viro Research International, Inc.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Wisconsin, is Metrex Research Corporation.
3. All of the outstanding shares of Viro Research International, Inc. are of one class, and are owned by Metrex Research Corporation.
4. The Plan of Merger for merging Viro Research International, Inc. into Metrex Research Corporation, as approved by resolution of the Board of Directors of Metrex Research Corporation, is attached hereto as Exhibit A.
5. Shareholder approval was not required.
6. The merger herein provided for is permitted by the laws of the jurisdiction of organization of Metrex Research Corporation and is in compliance therewith.
7. The address, wherever located, of the principal office of the surviving corporation is:

10270 South Progress Way
P.O. Box 646
Parker CO 80134

8. The effective time and date in the State of Colorado of the merger herein provided for shall be 11:59 p.m. CDT on September 30, 1998. Such effective date complies with Section 7-111-104(5) of the Colorado Business Corporation Act.

Executed on September 22, 1998.

METREX RESEARCH CORPORATION

By: R. Jeffrey Harris
R. Jeffrey Harris, Assistant Secretary

**PLAN OF MERGER
OF
VIRO RESEARCH INTERNATIONAL, INC.
INTO
METREX RESEARCH CORPORATION**

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* * * * *