

12-09-1998

REC

U.S. DEPT. OF COMMERCE
Patent and Trademark Office



100917997

MLO 11-30-98

To the Honorable Commissioner of Patents and Trademarks Original documents or copy thereof.

1. Name of conveying party(ies):
Heath Company
Additional name(s) of conveying party(ies) attached? Yes No

Name and address of receiving party(ies)
Name: Heath Holding Corp.
Internal Address:

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Street Address: 445 Riverside Drive
City: Benton Harbor State: MI Zip Code: 49022
Additional name(s) & address(es) attached? Yes No

Execution Date: May 27, 1998

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

A. Trademark Application No(s).
75/394,386

B. Trademark Registration No(s).
928,672
1,577,525
2,098,785
2,104,148

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Joseph H. Golant
Internal Address: JONES, DAY, REAVIS & POGUE
Street Address: 77 W. Wacker Drive
City: Chicago State: IL ZIP: 60601-1692

6. Total number of applications and registrations involved:
7. Total fee (37 CFR 3.41) \$ 140.00
 Enclosed
 Authorized to be charged to deposit account any fees in excess of \$140 which may be due herewith.

8. Deposit account number:
10-1202
(Attach duplicate copy of this page if paying by deposit account)

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.

Christine Merrill
Name of Person Signing

Christine Merrill
Signature

November 24, 1998
Date

Total number of pages including cover sheet, attachments, and document. 4

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE U.S. POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO: COMMISSIONER OF PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, D.C. 20231 ON November 24, 1998

Christine Merrill
Christine Merrill

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FC 481
FC 482

(Doc. I.D. 1023049)

TRADEMARK

REEL: 1823 FRAME: 0827

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HEATH COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "HEATH HOLDING CORP." UNDER THE NAME OF "HEATH HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MAY, A.D. 1998, AT 9:05 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2433077 8100M

AUTHENTICATION: 9188562

981267470

DATE: 07-10-98

TRADEMARK
REEL: 1823 FRAME: 0828

PAAWINJWC25C&RTOWN.MRG

CERTIFICATE OF OWNERSHIP AND MERGER

OF

HEATH COMPANY
(a Delaware corporation)

INTO

HEATH HOLDING CORP.
(a Delaware corporation)

It is hereby certified that:

1. Heath Holding Corp. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Heath Company, which is also a business corporation of the State of Delaware.
3. On May 27, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge Heath Company into the Corporation:

RESOLVED: That Heath Company ("Heath"), be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Heath be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Heath, in its name.

RESOLVED: That this Corporation shall assume all of the obligations and liabilities of Heath.

RESOLVED: That the issued shares of Heath shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, and that each said share which is issued as of the effective date of the merger shall be cancelled and extinguished; and further

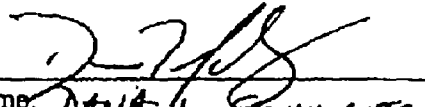
RESOLVED: That the officers of the Corporation be and they hereby are authorized and directed in the name and on behalf of the Corporation, to take all actions within the State of Delaware or any other appropriate jurisdiction and to execute, deliver, file and/or record any and all instruments, papers, certificates, and documents as prescribed by the laws of the State of Delaware and by the laws of any other

acting necessary or advisable in connection with the intent and purpose of the foregoing resolutions.

RESOLVED: That the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be the close of business on May 27, 1998.

Executed on May 27, 1998.

HEATH HOLDING CORP.

By: 
Name: DANA L. SCHWARTZ
Title: VICE PRESIDENT