

12-22-1998

Form PTO-1594

REGISTRATION FORM
TRADEMARK



Department of Commerce
Trademark Office

100926585

MRO
12/7/98

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

1. Name of conveying party(ies):
 Total Logistics Control, Inc.
 Individual(s) Association
 General Partnership Limited
 Corporation-State - MI Partnership
 Other:
 Additional name(s) of conveying party(ies) attached?
 Yes No

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

Execution Date: June 25, 1997

2. Name and address of receiving party(ies):
 Name: Tierrasanta, Inc.
 Internal Address:
 Street Address: 777 East Wisconsin Avenue
 City: Milwaukee State: WI Zip: 53202
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State - DE
 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 names(s) & address(es) attached?
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
 1,398,883 and 1,330,107

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Rachel S. Jozefacki
 Internal Address: Foley & Lardner

Street Address: 777 E. Wisconsin Avenue

City: Milwaukee State: WI Zip: 53202-5367

6. Total number of applications and registrations involved:.....[2]

7. Total fee (37 CFR 3.41):\$ 65.00
 Enclosed
 Authorized to be charged to deposit account any fee deficiencies.

8. Deposit account number: 06-1447

(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.

Rachel S. Jozefacki

Name of Person Signing

Signature

December 3, 1998

Date

12/18/1998 DNGUYEN 00000238 1398883

01 FC:481
02 FC:482

40.00 DP
25.00 OP

Total Number of pages including cover sheet: [10]

TRADEMARK
REEL: 1830 FRAME: 0172

State of Delaware
Office of the Secretary of State

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 MERGER, WHICH MERGES:

"TOTAL LOGISTIC CONTROL, INC.", A MICHIGAN CORPORATION, WITH AND INTO "TIERRASANTA, INC." UNDER THE NAME OF "TIERRASANTA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 1997, AT 2:15 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



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

Edward J. Freel, Secretary of State

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971212683

AUTHENTICATION: 8533532

DATE: 06-27-97

TRADEMARK
REEL: 1830 FRAME: 0173

**CERTIFICATE OF MERGER
OF
TOTAL LOGISTIC CONTROL, INC.
WITH AND INTO
TIERRASANTA, INC.**

The undersigned corporation incorporated and existing under and by virtue of the Delaware General Corporation Law,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent entities to the merger is as follows:

Total Logistic Control, Inc. Incorporated in Michigan

Tierrasanta, Inc. Incorporated in Delaware

SECOND: That an agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of section 251 of the Delaware General Corporation Law or the Michigan Business Corporation Act.

THIRD: That the name of the surviving corporation to the merger is Tierrasanta, Inc.

FOURTH: That the Certificate of Incorporation of Tierrasanta, Inc. which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 777 East Wisconsin Avenue, Suite 3800, Milwaukee, Wisconsin 53202.


SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or member of any constituent corporation.


SEVENTH: That the authorized capital stock of Total Logistic Control, Inc., a Michigan corporation, prior to the merger consists of 60,000 shares of common stock, no par value per share.

EIGHTH: The effective date of this Certificate of Merger shall be 11:59:03 p.m., June 30, 1997.

Dated: June 25, 1997

TIERRASANTA, INC

By 
William T. Donovan, Vice President

Attest 
Betty J. White, Assistant Secretary

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TRADEMARK
REEL: 1830 FRAME: 0175

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received JUN 27 1997	(FOR BUREAU USE ONLY)
	FILED JUN 27 1997

ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION

PH. 517-663-2525 Ref # 73882
 Attn: Cheryl J. Bixby
 MICHIGAN RUNNER SERVICE
 P.O. Box 266
 Eaton Rapids, MI. 48827-0266

Administrator
 MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
 CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

June 30, 1997 @
 EFFECTIVE DATE: 11:59:03pm

↑ 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:

Total Logistic Control, Inc. 0 3 5 - 2 1 2

Tierrasanta, Inc., a Delaware corporation NOT QUALIFIED -

b. The name of the surviving (new) corporation and its identification number is:

Tierrasanta, Inc., a Delaware corporation NOT QUALIFIED -

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
Total Logistic Control, Inc.	60,000 shares of Common Stock	Common Stock	N/A
Tierrasanta, Inc.	1000 shares of Common Stock	Common Stock	N/A

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:

LM
LR 50 50354 / jk dk

d. For each constituent nonstock corporation

- (i) If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

N/A

- (ii) If it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

N/A

- e. The terms and conditions of the proposed merger (consolidation), including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving (consolidated) corporation, or into cash or other consideration, are as follows:

The terms and conditions of the proposed merger are set forth on Exhibit A attached hereto.

- f. If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

N/A

- g. Other provisions with respect to the merger (consolidation) are as follows:

The plan of merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

2. (Complete for any foreign corporation only)

This merger (consolidation) is permitted by the laws of the state of Delaware

the jurisdiction under which Terrasanta, Inc.

(name of foreign corporation)

is organized and the plan of merger (consolidation) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office).

The merger (consolidation) shall be effective on the 30th day of June.

19 97.

The effective time shall be 11:59:03 p.m.

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:

Total Logistic Control, Inc. and Tierrasanta, Inc.

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).

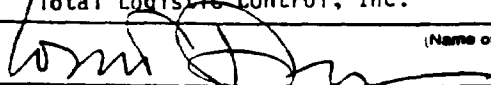
Sign this area for item 4(a).

Signed this _____ day of _____, 19 ____.

Sign this area for items 4(b), 4(c), or 4(d).

Signed this 25th day of June, 19 97.

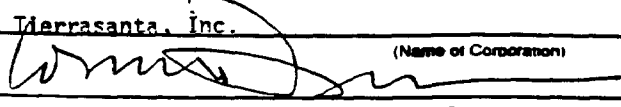
Total Logistic Control, Inc.

By  (Name of Corporation)

(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)
William T. Donovan, Vice President of Total Logistic Control, Inc.
(Type or Print Name and Title)

Signed this 25th day of June, 19 97.

Tierrasanta, Inc.

By  (Name of Corporation)

(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)
William T. Donovan, Vice President of Tierrasanta, Inc.
(Type or Print Name and Title)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, made and entered into as of this 25th day of June, 1997, by and between Tierrasanta, Inc., a Delaware corporation, and Total Logistic Control, Inc., a Michigan corporation.

RECITALS

Tierrasanta, Inc. has 1,000 authorized shares of common stock, no par value per share. The outstanding stock consists of 101 shares of common stock.

Total Logistic Control, Inc. has 60,000 authorized shares of common stock, no par value per share. The outstanding stock consists of 50,000 shares of common stock.

The corporations have determined it to be advisable for Total Logistic Control, Inc. to merge with and into Tierrasanta, Inc. ("Merger") pursuant to the applicable provisions of the Delaware General Corporation Law and the Michigan Business Corporation Act on the terms hereinafter set forth. The boards of directors of the corporations have each approved this Agreement and Plan of Merger and authorized the execution hereof.

PLAN OF MERGER

In consideration of the premises, the parties hereto adopt and make this Agreement and Plan of Merger and prescribe the terms and conditions of such Merger and the manner of carrying the same into effect, which shall be as follows:

1. Effective at 11:59:03 p.m., June 30, 1997 (the "Effective Date"), Total Logistic Control, Inc. shall be merged with and into Tierrasanta, Inc.
2. On the Effective Date, by virtue of the Merger and without further action or deed by or on behalf of Total Logistic Control, Inc., Tierrasanta, Inc. or the stockholders thereof, all of the currently issued and outstanding 101 shares of common stock of Tierrasanta, Inc. shall remain outstanding and each share of common stock of Total Logistic Control, Inc. which shall then be issued and outstanding (the "Merging Corporation Stock") shall be converted into and exchanged for shares of common stock of Tierrasanta, Inc. (the "Surviving Corporation Stock") on the basis of 50,000 shares of Merging Corporation Stock for each share of Surviving Corporation Stock. The Surviving Corporation Stock, upon conversion and exchange, shall constitute all of the issued and outstanding shares of capital stock of Tierrasanta, Inc. after the Effective Date, and each stock certificate then representing shares of Merging Corporation Stock, by virtue of the Merger and without further action or deed by or on behalf of Total Logistic Control, Inc., Tierrasanta, Inc. or the stockholders thereof, shall be converted into and exchanged for stock certificates evidencing ownership of the applicable number of shares of Surviving Corporation Stock.

3. The officers and directors of Tierrasanta, Inc. on the Effective Date shall be and continue to be the officers and directors of Tierrasanta, Inc. thereafter, until their successors are duly appointed and elected.

4. The By-laws of Tierrasanta, Inc. as they exist immediately prior to the Merger shall remain in effect as the By-laws of Tierrasanta, Inc. thereafter, unaffected by the Merger.

5. Upon the Effective Date, Total Logistic Control, Inc. shall be merged into Tierrasanta, Inc., which shall continue its corporate existence under the laws of the State of Delaware. The separate existence and corporate organization of Total Logistic Control, Inc. shall cease upon the Effective Date, and Tierrasanta, Inc. shall possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest, of or belonging to or due to each of the corporations, shall be taken and deemed to be transferred to and vested in Tierrasanta, Inc. without further act or deed; and the title to any real estate, or any interest therein, vested in the corporations shall not revert or be in any way impaired by reason of such Merger. Tierrasanta, Inc. shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations, and any claims existing or action or proceeding pending by or against the corporations may be prosecuted to judgment as if such Merger had not taken place. Neither the rights of creditors nor any liens upon the property of either corporation shall be impaired by the Merger.

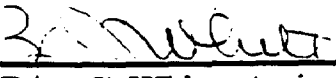
6. This Agreement and Plan of Merger shall be submitted to the shareholders of each of the parties hereto in accordance with the applicable provisions of law, and the consummation of this Agreement and Plan of Merger and the Merger herein provided for are conditioned upon the approval hereof by the shareholders of the respective parties as provided by law.

7. This Agreement and Plan of Merger and the Merger herein contemplated may be abandoned upon the mutual agreement of the parties at any time prior to the Effective Date. This Agreement and Plan of Merger may be amended, modified or supplemented at any time (before or after shareholder approval) prior to the Effective Date of the Merger with the mutual consent of the boards of directors of the corporations; provided, however, that this Agreement and Plan of Merger may not be amended, modified or supplemented after it has been approved by the shareholders in any manner which, in the judgment of the board of directors of Tierrasanta, Inc., would have a material adverse effect on the rights of such shareholders or in any manner be permitted under applicable law.


IN WITNESS WHEREOF, the parties have cause this Agreement and Plan of Merger to be executed by their duly authorized officers, all as of the day and year first above written.

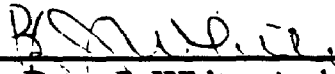
TERRASANTA, INC.

By 
William T. Donovan, Vice President

Attest 
Betty J. White, Assistant Secretary

TOTAL LOGISTIC CONTROL, INC.

By 
William T. Donovan, Vice President

Attest 
Betty J. White, Assistant Secretary

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