

03-05-1999

EET

Docket No.:

LY

97-417



100981264

Tab setting

3-2-99

To the Honorable Commissioner of P.

ie attached original documents or copy thereof.

1. Name of conveying party(ies):

AFM Corporation
a Kansas Corporation
P.O. Box 246
Excelsior, MN 55331

- Individual(s)
- General Partnership
- Corporation-State Kansas
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

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

Name: AFM Corporation

Internal Address: _____

Street Address: 24000 West Highway 7, Suite 201

City: Shorewood State: MN ZIP: 55331

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: Dec. 15, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,845,599	1,403,143	2,006,660
1,413,370	1,409,431	2,203,952
2,081,677	1,534,289	

Additional numbers Yes No

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

Name: Wm. Bruce Day

Internal Address: Swanson Midgley

Street Address: 922 Walnut Suite 1500

City: Kansas City State: MO ZIP: 64106

6. Total number of applications and registrations involved:.....

8

7. Total fee (37 CFR 3.41):.....\$ \$215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03/04/1999 DNGUYEN 00000222 1845599

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 175.00 OP

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.

Wm. Bruce Day

Name of Person Signing

Wm. Bruce Day
Signature

Feb. 26, 1999

Date

Total number of pages including cover sheet, attachments, and

8

TRADEMARK

REEL: 1864 FRAME: 0846

PLAN AND AGREEMENT OF MERGER
Pursuant to Section 368(a)(1)(F) of the Internal Revenue Code

THIS AGREEMENT, made and executed this 15th day of December, 1998, by and between AFM CORPORATION, a Kansas corporation (hereinafter referred to as "AFM Kansas") and AFM CORPORATION, a Minnesota corporation (hereinafter referred to as "AFM Minnesota").

WHEREAS, the Board of Directors and Shareholders of AFM Kansas has determined that it is in the best interest of the corporation to change the state of the corporation's organization from Kansas to Minnesota, in connection with a tax-free reorganization pursuant to the provisions of Section 368(a)(1)(F) of the Internal Revenue Code (the "Reorganization"); and

WHEREAS, in order to carry out the Reorganization, the parties intend to cause AFM Kansas to be merged with and into AFM Minnesota, pursuant to and under the laws of the States of Kansas and Minnesota, as applicable.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements hereinafter set forth, and for the purposes of prescribing the terms and conditions of the Reorganization, the parties hereto covenant and agree as follows:

1. **Merger**. Effective December 31, 1998 (the "Effective Date"), AFM Kansas shall merge with and into AFM Minnesota, and AFM Minnesota shall survive the merger.
2. **Articles and Bylaws of Surviving Corporation**. On the Effective Date, the Articles and Bylaws of AFM Minnesota shall be the Articles and Bylaws of the surviving corporation, until the same shall be altered, amended or repealed.
3. **Directors and Officers**. The Board of Directors and Officers of AFM Kansas shall be the Board of Directors and Officers of the surviving corporation, until their respective successors have been duly elected and qualified.
4. **Capital Stock of Surviving Corporation**. On the Effective Date, the total amount of the authorized capital stock of AFM Minnesota shall be the authorized capital stock of the surviving corporation.
5. **Conversion of Outstanding Stock**. Each shareholder of AFM Kansas shall surrender all of his/its shares of such corporation in exchange for common capital stock of AFM Minnesota. For each one (1) share of stock of AFM Kansas owned and surrendered by a shareholder, such shareholder shall receive one (1) share of the common capital stock of AFM Minnesota.

6. **Effect of Merger.** On the Effective Date, the separate existence, and all issued and unissued shares, of AFM Kansas shall cease to exist. AFM Minnesota shall then possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of AFM Kansas. All property, real, personal, intangible and mixed, and all debts due on any account and every other interest of or belonging to or due to AFM Kansas shall vest in AFM Minnesota without any further act. All rights of creditors of any party hereto shall be preserved unimpaired, and all the debts, liabilities and duties of the respective parties shall thenceforth attach to AFM Minnesota and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by AFM Minnesota.

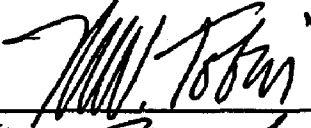
7. **Further Instruments.** From time to time as and when requested by AFM Minnesota, or by its successors or assigns, AFM Kansas shall execute and deliver, or cause to be executed and delivered, all such documents and shall take or cause to be taken such further action as AFM Minnesota shall deem necessary or desirable in order to vest in AFM Minnesota title to or possession of all of the property, rights, privileges, powers and franchises of AFM Kansas and otherwise to carry out the intent and purpose of this Agreement.

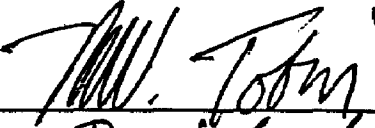
8. **Approval.** This Agreement has been submitted to the respective shareholders and directors of the parties hereto and all of such shareholders and directors have voted unanimously for the approval of this Agreement and the Presidents of the respective corporations have been directed to execute this Agreement and to perform all other acts and execute and deliver to the proper authorities for filing all documents as may be necessary or proper to make this Agreement effective and to consummate the transactions contemplated herein.

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed as of the day and year first above written.

AFM CORPORATION, a Kansas Corporation

AFM CORPORATION, a Minnesota Corporation

By 
Its President

By 
Its President

STATE OF MINNESOTA
FILED - DUPLICATE COPY

STATE OF MINNESOTA
FILED - DUPLICATE COPY

DEC 31 1998
-2-

DEC 31 1998


Secretary of State


Secretary of State

TRADEMARK
REEL: 1864 FRAME: 0848

**ARTICLES OF MERGER
OF
AFM CORPORATION, a Kansas Corporation
INTO
AFM CORPORATION, a Minnesota corporation**

COPY

These Articles of Merger relate to the merger of AFM CORPORATION, a Kansas corporation (hereinafter referred to as "AFM Kansas") with and into AFM CORPORATION, a Minnesota corporation (hereinafter referred to as "AFM Minnesota").

1. The Plan and Agreement of Merger, dated as of December 15, 1998 (the "Plan of Merger"), in fully executed form, is attached hereto as Exhibit 1.
2. The Merger is permitted by the laws of the State of Kansas, the jurisdiction under which AFM Kansas is organized, and the Plan of Merger has been adopted and approved by AFM Kansas in accordance with the applicable provisions of the laws of the State of Kansas.
3. The Plan of Merger has been approved by AFM Minnesota pursuant to Chapter 302A of the Minnesota Statutes.
4. The merger of AFM Kansas with and into AFM Minnesota shall be effective December 31, 1998.

Dated: December 31, 1998

AFM CORPORATION, a Kansas corporation

By M. Tobin
Its President

AFM CORPORATION, a Minnesota corporation

By M. Tobin
Its President

001523

Ron Thornburgh
Secretary of State



2nd Floor, State Capitol
300 S.W. 10th Ave.
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

December 31, 1998

LORRAINE COMSTOCK
COMSTOCK REPORTING

RE: AFM CORPORATION

ID #: 64-202-5

To the Corporation

A certified copy of a merger that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service. Your identification number is at the top of this letter.

jb

Administration (785) 296-4564
FAX (785) 291-3051
Corporations (785) 296-4564
FAX (785) 296-4570

Web Site:
<http://www.ink.org/public/sos>
e-mail:
kssos@ssmail.wpo.state.ks.us

Elections (785) 296-4561
FAX (785) 291-3051
UCC (785) 296-4564
FAX (785) 296-3659

TRADEMARK
REEL: 1864 FRAME: 0850

C.C. 11

**CERTIFICATE OF MERGER
OF
AFM CORPORATION, a Kansas Corporation
INTO
AFM CORPORATION, a Minnesota corporation**

This Certificate of Merger relates to the merger of AFM CORPORATION, a Kansas corporation (hereinafter referred to as "AFM Kansas") with and into AFM CORPORATION, a Minnesota corporation (hereinafter referred to as "AFM Minnesota").

1. Each of the constituent corporations have entered into a Plan and Agreement of Merger, dated as of December 15, 1998 (the "Plan of Merger").
2. The Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with K.S.A. 17-6702.
3. AFM Minnesota shall continue as the surviving corporation, under the corporate name it possessed immediately prior to the Merger.
4. The Articles of Incorporation and the Bylaws of AFM Minnesota shall be the Articles of Incorporation and Bylaws of the surviving corporation, until the same shall be altered, amended or repealed.
5. The fully executed Plan of Merger is on file at the principal place of business of AFM Minnesota, located at: 24000 West Highway 7, Suite 201, Shorewood, Minnesota, 55331.
6. A copy of the fully executed Plan of Merger will be furnished by AFM Minnesota, on request and without cost, to any stockholder of the constituent corporations.
7. AFM Minnesota, the surviving corporation, agrees that:
 - (a) it may be served with process in the State of Kansas in any proceeding for enforcement of any obligation of any constituent corporation, as well as the enforcement of any obligation of the surviving corporation arising from the Merger, including any suit or proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of K.S.A. 17-6712, and amendments thereto; and
 - (b) it shall irrevocable appoint the Secretary of State of Kansas as its agent to accept service of process in any such suit or other proceedings and the address to which process may be forwarded is: AFM Corporation, 24000 West Highway 7, Suite 201, Shorewood, Minnesota, 55331, Attention: President. Service of such process shall be made by personally delivering to and leaving with the Secretary of State of

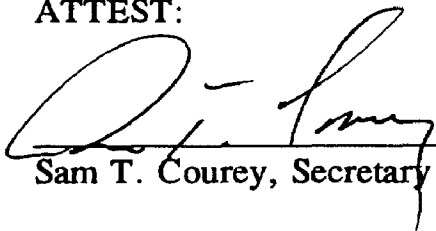
SECRETARY OF STATE
KANSAS
DEC 31 PM 1 48
FILED

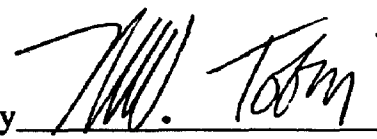
Kansas duplicate copies of such process. The Secretary of State of Kansas shall forthwith send by registered mail one of such copies to the surviving corporation at the above specified address, unless the surviving corporation shall thereafter have designated in writing to the Secretary of State of Kansas a different address for such purpose, in which case it shall be mailed to the last address so designated.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of this 21 day of December, 1998.

AFM CORPORATION, a Kansas corporation

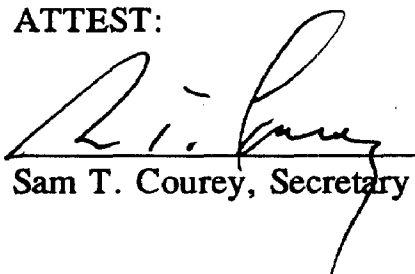
ATTEST:

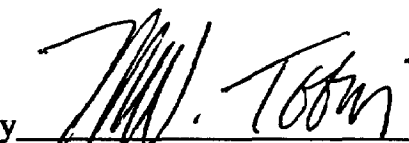

Sam T. Courey, Secretary

By 
Michael W. Tobin

AFM CORPORATION, a Minnesota corporation

ATTEST:


Sam T. Courey, Secretary

By 
Michael W. Tobin

STATE OF KANSAS
SECRETARY OF STATE
CERTIFICATE OF THE MERGER OF
AFM CORPORATION, a Kansas corporation
and
AFM CORPORATION, a Minnesota corporation
as of this 21st day of December, 1998.
FOR THE SECRETARY OF STATE

State of Minnesota

5825

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

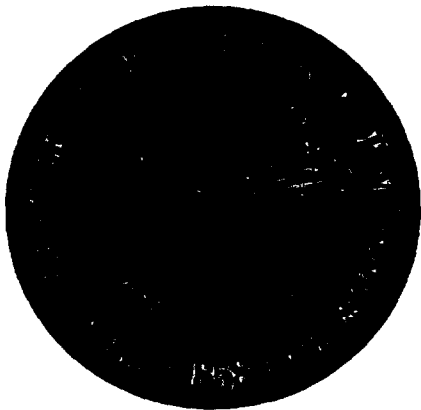
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: AFM Corporation

Corporate Charter Number: 10K-489

Chapter Formed Under: 302A

This certificate has been issued on 12/17/1998.



Joan Anderson Grove
Secretary of State.

TRADEMARK