

03-08-1999



RI

100978129 COVER SHEET

TRADEMARKS ONLY

3-3-99

MRA 10/26/98

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

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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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/ACADE

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- 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 BNGUYEN 00000002 75210570

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 150.00 OP

Printed By: BNGUYEN 0000065395
11/02/1998

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 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: 1865 FRAME: 0080

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="75/210,570"/>	<input type="text" value="75/296,904"/>	<input type="text" value="75/179,307"/>	<input type="text" value="2,156,052"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/179,310"/>	<input type="text" value="75/179,308"/>	<input type="text" value="75/296,903"/>	<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"/>

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.

Sigi M. OFFENBACH, Attorney

10-21-98

Name of Person Signing

Signature

Date Signed

State of Delaware

PAGE 1
FILED

Office of the Secretary of State

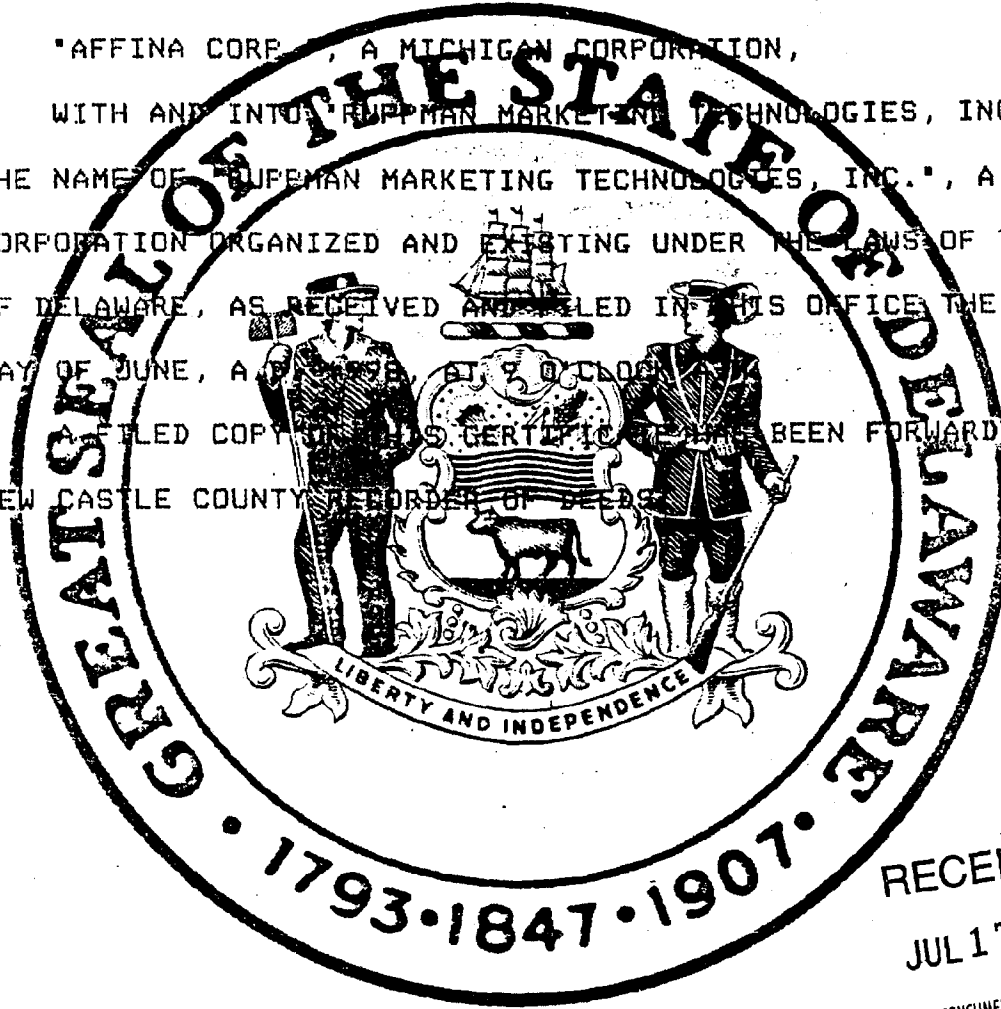
647-435

JUL 17 1998

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

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:

"AFFINA CORE", A MICHIGAN CORPORATION,
WITH AND INTO "RUPPMAN MARKETING TECHNOLOGIES, INC." UNDER
THE NAME OF "RUPPMAN MARKETING TECHNOLOGIES, INC.", A
CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE
OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH
DAY OF JUNE, A.D. 1998, AT 5:00 CLOCK P.M.
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDS OF DEEDS.



RECEIVED
JUL 17 1998

MI DEPT. OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEV. BUREAU

Edward J. Freel

Edward J. Freel, Secretary of State



0784378 8100M

981231601

AUTHENTICATION: 9140988

DATE: 06-16-98

TRADEMARK
REEL: 1865 FRAME: 0082

\$12.50 68414 RRR 01

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 AMENDMENT OF "RUPPMAN MARKETING TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "RUPPMAN MARKETING TECHNOLOGIES, INC." TO "AFFINA CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

0784378 8100

981290184

AUTHENTICATION: 9217853

DATE: 07-27-98

TRADEMARK
REEL: 1865 FRAME: 0083

CERTIFICATE OF MERGER

OF

RUPPMAN MARKETING TECHNOLOGIES, INC.

AND

AFFINA CORP.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Ruppman Marketing Technologies, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) AFFINA Corp., which is incorporated under the laws of the State of Michigan.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of the General Corporation Law of the State of Delaware, to wit, by Ruppman Marketing Technologies, Inc. and AFFINA Corp. in accordance with the laws of the State of Michigan.

3. The name of the surviving corporation in the merger herein certified is Ruppman Marketing Technologies, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Ruppman Marketing Technologies, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

2001 Ruppman Plaza
Peoria, Illinois 61614

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of AFFINA Corp. consists of 50,000 shares with par value of \$1.00.

Dated: June 5, 1998.

RUPPMAN MARKETING TECHNOLOGIES, INC.

By: 

Gary G. Dook, President and
Chief Executive Officer

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
RUPPMAN MARKETING TECHNOLOGIES, INC.

It is hereby certified that:


1. The name of the corporation (hereinafter called the "corporation") is RUPPMAN MARKETING TECHNOLOGIES, INC..

2. The certificate of incorporation of the corporation is hereby amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the corporation (hereinafter called the "corporation") is AFFINA Corporation."

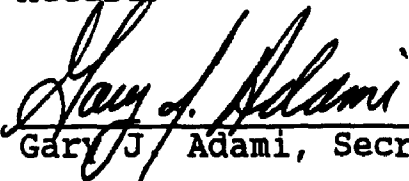
3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed and attested to on 12 JUNE, 1998.



Gary E. Drook, President

Attest:



Gary J. Adami, Secretary

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received
JUL 17 1998

*Fee submitted in
advance in the
amount of \$50.00
Receipt has
been returned.*

(FOR BUREAU USE ONLY)

FILED

JUL 17 1998

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

Name Barry A. Pitler Pitler and Mandell		
Address 230 W. Monroe Street Suite 2026		
City Chicago	State Illinois	Zip Code 60606

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

CERTIFICATE OF MERGER

For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

AFFINA CORP.

285-105

RUPPMAN MARKETING TECHNOLOGIES, INC.

647-435

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

RUPPMAN MARKETING TECHNOLOGIES, INC.

647-435

c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
<u>AFFINA CORP.</u>	<u>1,000</u>	<u>1,000</u>

\$112.50

68417 AER CR

TRADEMARK

REEL: 1865 FRAME: 0087

d. The manner and basis of converting the shares of each constituent corporation is as follows:

- (i) each issued and outstanding share of the capital stock of the Subsidiary Corporation shall be cancelled and shall cease to exist without any action on the part of the holder; and
- (ii) each issued and outstanding share of capital stock of the Parent Corporation shall continue as an identical share of the Parent Corporation, as the surviving corporation.

e. The amendments to the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

The Articles of Incorporation of the Parent Corporation shall be the Articles of Incorporation of the surviving corporation.

f. Other provisions with respect to the merger are as follows:

Name of person or organization
remitting fees:

Preparer's name and business
telephone number:

Barry A. Pitler

(312) 782-9466

INFORMATION AND INSTRUCTIONS

1. The certificate of merger cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporation, Securities and Land Development Bureau. The original will be returned to the address appearing in the box on the front as evidence of filing.

Since this document will be maintained on optical disk media, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of sections 711 through 713 of the Act by a domestic parent corporation merging with one or more subsidiary corporations and section 735 of the Act if a foreign parent corporation is a party to the merger. The parent corporation must own at least 90% of the outstanding shares of each class of stock of the subsidiary corporation(s). This certificate is to be used only by profit corporations.
4. If more than two corporations are merging, the certificate may be adjusted as necessary or the format may be used as a guide in drafting your own certificate. If additional space is required for any section, continue the section on an attachment.
5. Item 7 - This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
6. This certificate must be signed in ink by the president, vice-president, chairperson, or vice-chairperson of the parent corporation.
7. FEES: Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.

If a foreign corporation authorized to transact business in this state merges into any domestic corporation, the resulting domestic corporation shall pay franchise fees for any increase in authorized shares less such sums as the foreign corporation so merging has previously paid to the state as an initial or additional admission franchise fee.

NONREFUNDABLE FEE - This fee must be remitted for each domestic corporation involved in the merger \$50.00

ADDITIONAL FEE: If the authorized shares of the surviving domestic corporation are increased, an additional fee is due:

each additional 20,000 authorized shares or portion thereof	\$30.00
maximum fee per filing for first 10,000,000 authorized shares	\$5,000.00
each additional 20,000 authorized shares or portion thereof in excess of 10,000,000 shares	\$30.00
maximum fee, per filing, for authorized shares in excess of 10,000,000 shares	\$200,000.00

8. Mail form and fee to:

The office is located at:

Michigan Department of Consumer and Industry Services
Corporation, Securities and Land Development Bureau
Corporation Division
P.O. Box 30054
Lansing, MI 48909-7554

6546 Mercantile Way
Lansing, MI 48910
(517) 334-6302

TRADEMARK

REEL: 1865 FRAME: 0089

(Complete for any foreign corporation only)

This merger is permitted by the laws of the State of Delaware, the

jurisdiction under which RUPPMAN MARKETING TECHNOLOGIES, INC.
(name of foreign corporation)

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

(Delete if not applicable) NOT APPLICABLE

~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)~~

(Delete if not applicable) NOT APPLICABLE

~~The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)~~

(Complete only if an effective date is desired other than the date of filing)

The merger shall be effective on the _____ day of _____, 19 _____.

Signed this 1 day of June, 19 98

RUPPMAN MARKETING TECHNOLOGIES, INC.

(Name of parent corporation)

By 

(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Gary G. Drook, President and Chief Executive Officer

(Type or Print Name and Title)