

03-12-1999

MW  
3-4-99



RE

100983372

EET

TRADEMARKS ONLY

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
- Change of Name
- Other

Effective Date  
Month Day Year  
9 30 98

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
9 21 98

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/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual  General Partnership  Limited Partnership

- Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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.)

03/06/1999 JSHBAZZ 00000000 500300 2223228

FOR OFFICE USE ONLY

01 FC:481 40.00 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 Practices. 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: 1866 FRAME: 0139

**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)

**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.

3/1/99

Name of Person Signing

Signature

Date Signed

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 OWNERSHIP, WHICH MERGES:

"LIDA MANUFACTURING CORPORATION", A ILLINOIS CORPORATION, WITH AND INTO "NALGE NUNC INTERNATIONAL CORPORATION" UNDER THE NAME OF "NALGE NUNC INTERNATIONAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 1998.

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

2082763 8100M  
981367266

AUTHENTICATION: 9317024  
DATE: 09-23-98

TRADEMARK  
REEL: 1866 FRAME: 0141

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**LIDA MANUFACTURING CORPORATION**

**WITH AND INTO**

**NALGE NUNC INTERNATIONAL CORPORATION**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

NALGE NUNC INTERNATIONAL CORPORATION, a corporation incorporated February 6, 1986 under the original name of SC ACQUISITION CORP. NO. 2, pursuant to the provisions of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY that:

FIRST: This corporation owns 100% of Lida Manufacturing Corporation (the "Subsidiary"), an Illinois corporation incorporated on April 23, 1984.

SECOND: This corporation, by a resolution of its Board of Directors duly adopted by unanimous written consent on September 21, 1998, determined to and did merge the Subsidiary into itself, which resolution is in the following words:

WHEREAS, this corporation lawfully owns 100% of the outstanding stock of Lida Manufacturing Corporation, an Illinois corporation (the "Subsidiary");

WHEREAS, this corporation desires to merge the Subsidiary into this corporation, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary;

NOW, THEREFORE, BE IT RESOLVED, that the corporation merge the Subsidiary into itself and assume all of the Subsidiary's liabilities and obligations;

FURTHER RESOLVED, that any one of the appropriate officers of this corporation is hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions and the date of their adoption, and to file and record the same with the Delaware Secretary of State and the New Castle County Recorder of Deeds;

FURTHER RESOLVED, that the Plan of Merger, a copy of which is attached hereto as Exhibit A, is hereby approved and adopted;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to make and execute appropriate Articles of Merger and to file the same with the Illinois Secretary of State;

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to do all acts which they in their discretion shall deem necessary and appropriate to cause the merger described above to become effective under the laws of the States of Delaware and Illinois.

THIRD: The effective time of the merger referred to herein shall be at 11:59 p.m.

EDT on September 30, 1998.

IN WITNESS WHEREOF, said NALGE NUNC INTERNATIONAL CORPORATION has caused this certificate to be signed by R. Jeffrey Harris its Assistant Secretary this 21st day of September, 1998.


  
\_\_\_\_\_  
R. Jeffrey Harris

Exhibit A

**PLAN OF MERGER  
OF  
LIDA MANUFACTURING CORPORATION  
WITH AND INTO  
NALGE NUNC INTERNATIONAL CORPORATION**

WHEREAS, Nalge Nunc International Corporation ("Parent"), a Delaware corporation, owns all of the outstanding shares of stock of Lida Manufacturing Corporation (the "Subsidiary"), an Illinois corporation; and

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

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

**ARTICLE I**

**MERGER; EFFECTIVE TIME**

At the Effective Time of the Merger (as hereinafter defined) the Subsidiary and Parent shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the States of Delaware and Illinois, by the Subsidiary merging with and into Parent, which shall be the surviving corporation (the "Surviving Corporation"). The Effective Time of the Merger shall be 11:59 p.m. EDT on September 30, 1998.

**ARTICLE II**

**SHARES OF PARENT AND Subsidiary**

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

2. Parent Shares. The Merger shall not effect any change in the stock of Parent.

**ARTICLE III**

**EFFECT OF MERGER**

The effect of the Merger shall be as provided in Section 11.50 of the Illinois Business Corporation Act and Section 259 of the Delaware General Corporation Law.

**ARTICLE IV**

**FEDERAL INCOME TAX EFFECT**

This Plan of Merger is intended to constitute a plan of reorganization within the meaning of Section 368 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 Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

\* \* \* \* \*

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

File # **5343-428-2**

(Rev. Jan. 1995)

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
http://www.sos.state.il.us

**SUBMIT IN DUPLICATE**

**FILED**

This space for use by  
Secretary of State

Date **9/28/98**

Filing Fee \$ **100.00**

Approved: 

**DO NOT SEND CASH!**  
Remit payment in check or money  
order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger or  
consolidation of more than 2 corpo-  
rations, \$50 for each additional cor-  
poration.

SEP 28 1998

**GEORGE H. RYAN  
SECRETARY OF STATE**

1. Names of the corporations proposing to ~~consolidate~~<sup>merge</sup> ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Illinois Secretary of State File Number
Lida Manufacturing Corporation	Illinois	53434282
Nalge Nunc International Corporation	Delaware	54357869

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the ~~new~~<sup>surviving</sup> corporation: Nalge Nunc International Corporation  
~~acquiring~~  
(b) it shall be governed by the laws of: Delaware

4. Plan of ~~consolidation~~<sup>merger</sup> ~~exchange~~ is as follows: See Exhibit A attached hereto

If not sufficient space to cover this point, add one or more sheets of this size.

**EXPEDITED**  
SEP 28 1998  
**SECRETARY OF STATE**



5. Plan of merger consolidation was approved, as to each corporation not organized in Illinois, in compliance with the exchange laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

*(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each Illinois corporation)*

N/A

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Lida Manufacturing Corporation	715	715
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, 19 \_\_\_\_\_.

N/A

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated September 21, 19 98

NALGE NUNC INTERNATIONAL CORPORATION

(Exact Name of Corporation)

attested by R. Jeffrey Harris  
(Signature of Secretary or Assistant Secretary)

by Verner B. Andersen  
(Signature of President or Vice President)

R. Jeffrey Harris, Assistant Secretary  
(Type or Print Name and Title)

Verner B. Andersen, President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, 19 \_\_\_\_\_

(Exact Name of Corporation)

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

by \_\_\_\_\_  
(Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

Dated \_\_\_\_\_, 19 \_\_\_\_\_

(Exact Name of Corporation)

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

by \_\_\_\_\_  
(Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

C-105 6

**PLAN OF MERGER**  
**OF**  
**LIDA MANUFACTURING CORPORATION**  
**WITH AND INTO**  
**NALGE NUNC INTERNATIONAL CORPORATION**

WHEREAS, Nalge Nunc International Corporation ("Parent"), a Delaware corporation, owns all of the outstanding shares of stock of Lida Manufacturing Corporation (the "Subsidiary"), an Illinois corporation; and

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

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

**ARTICLE I**

**MERGER; EFFECTIVE TIME**

At the Effective Time of the Merger (as hereinafter defined) the Subsidiary and Parent shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the States of Delaware and Illinois, by the Subsidiary merging with and into Parent, which shall be the surviving corporation (the "Surviving Corporation"). The Effective Time of the Merger shall be 11:59 p.m. EDT on September 30, 1998.

**ARTICLE II**

**SHARES OF PARENT AND Subsidiary**

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

2. Parent Shares. The Merger shall not effect any change in the stock of Parent.

QBMS\4232777.1

**ARTICLE III**

**EFFECT OF MERGER**

The effect of the Merger shall be as provided in Section 11.50 of the Illinois Business Corporation Act and Section 259 of the Delaware General Corporation Law.

**ARTICLE IV**

**FEDERAL INCOME TAX EFFECT**

This Plan of Merger is intended to constitute a plan of reorganization within the meaning of Section 368 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 Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

\* \* \* \* \*

Form **BCA-14.35** REPORT FOLLOWING MERGER OR CONSOLIDATION

(Rev. Jan. 1991)

File # 5435-786-9

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961

**FILED**

SEP 28 1998

GEORGE H. RYAN  
SECRETARY OF STATE

**DO NOT SEND CASH**

This space for use by  
Secretary of State

Date 9/28/98  
Franchise Tax \$  
Filing Fee \$ 5.00  
Penalty \$  
Interest \$  
Approved:

Remit payment in check or money order, payable to "Secretary of State."

1. CORPORATE NAME: Nalge Nunc International Corporation

2. STATE OR COUNTRY OF INCORPORATION: Delaware

3. Issued shares of each corporation party to the merger prior to the merger:

Corporation	Class	Series	Par Value	Number of Shares
Nalge Nunc International Corporation	Common	None	\$.01	100
Nunc Incorporated	Common	None	none	100

4. Paid-in Capital of each corporation party to the merger prior to the merger:

Corporation	Paid-in Capital
Nalge Nunc International Corporation	\$ 90,933,124
Nunc Incorporated	\$ 100

5. Description of the merger: (Include effective date and a brief explanation of the conversion as stated in the plan of merger.)  
  
see attachment

6. Issued shares after merger:

Class	Series	Par Value	Number of Shares
Common	None	\$.01	100

**EXPEDITED**

7. Paid-in Capital of the surviving or new corporation: \$ 90,933,224  
(\*Paid-in Capital\* replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

SEP 28 1998

**ITEM 8 MUST BE SIGNED**

**SECRETARY OF STATE**

8. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated September 19, 98 NALGE NUNC INTERNATIONAL CORPORATION  
(Exact Name of Corporation)  
attested by R. Jeffrey Harris by Verner Andersen  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
R. Jeffrey Harris, Assistant Sec. Verner Andersen, President  
(Type or Print Name and Title) (Type or Print Name and Title)

NALGE NUNC INTERNATIONAL CORPORATION  
ATTACHMENT TO REPORT FOLLOWING MERGER

5. Description of the merger:

Effective September 30, 1996, Nunc Incorporated, a Delaware corporation, was merged into Nalge Company, a Delaware corporation. As a result of the merger, the name of the surviving corporation was changed to "Nalge Nunc International Corporation". All shares of stock of Nunc Incorporated were cancelled at the effective time of the merger and no shares of stock of the surviving corporation or other consideration was issued in exchange therefor. The merger did not effect any change in the stock of the surviving corporation.

Form **BCA-14.30**

(Rev. Jan. 1999)  
George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
http://www.sos.state.il.us

**CUMULATIVE REPORT OF  
CHANGES IN ISSUED SHARES  
AND IN PAID-IN CAPITAL**

(PLEASE TYPE OR PRINT LEGIBLY IN INK)

File # **5343-428-2**

Date **9/22/98**  
License Fee \$  
Franchise Fee \$  
Filing Fee \$ **5.00**  
Penalty \$  
Interest \$  
Approved

1. CORPORATE NAME: Lida Manufacturing Corporation

2. STATE OR COUNTRY OF INCORPORATION: Illinois

3. Authorized and issued shares as last reported:\*

Class	Series	Par Value	Number Authorized	Number Issued
Common	Class A	none	10,000	1,000
Common	Class B	none	10,000	-0-

4. Paid-in Capital as last reported: \* \$ 5,451,125  
\*In any document other than an annual report

5. CURRENT REPORTING PERIOD TRANSACTIONS: (NOTE 1)

- List the total issuances and exchanges of shares by class not previously reported to the Secretary of State and give the value of the entire consideration received (less expenses paid or incurred in connection with such issuances) and added or transferred to paid-in capital for or on account of such shares.
- List the total amount added or transferred to paid-in capital without the issuance of shares. (Contributions)
- List the total of all cancellations of shares by class not previously reported to the Secretary of State and the cost to paid-in capital for acquiring such shares.
- List the total amount subtracted from paid-in capital without a cancellation of shares, but as permitted by Section 9.20 of the Illinois Business Corporation Act. (Reductions)

Class of Shares	Series	Par Value	Number of Shares	Consideration Received/Cost
Issuance or Contributions				\$
				\$
				\$
				\$
Cancellations or Reductions				\$ ( )
				\$ ( )
				\$ ( )
				\$
Cumulative Change (enter on line (6a) below) (NOTE 2)				\$

6. FRANCHISE TAX AND FEES:

(No additional franchise tax is due when cumulative change is negative amount.)

(a.) CUMULATIVE CHANGE	a.	
(b.) APPLICABLE ALLOCATION FACTOR (NOTE 3)	b.	
(c.) TAXABLE ILLINOIS CAPITAL (Multiply line (a) by line (b))	c.	
(d.) Multiply line (c) by .0015 (Round to nearest cent)	d.	
(e.) ADDITIONAL FRANCHISE TAX (Enter amount from line (d))	e.	
(f.) If Cumulative Report is late, multiply line (e) by .10 (Penalty)	f.	
(g.) If Additional Franchise Tax is late, multiply line (e) by .01 for each month late or part thereof (Interest)	g.	
(h.) FILING FEE (\$5)	h.	5.00
(i.) TOTAL AMOUNT DUE (Add line (e) + line (f) + line (g) + line (h))	i.	

**EXPEDITED**

SEP 22 1998

**SECRETARY OF STATE**

(COMPLETE BOTH SIDES OF REPORT)

7. TRANSACTIONS OCCURRING DURING PREVIOUS REPORTING PERIOD(S) AND NOT REPORTED TO THE SECRETARY OF STATE; (note 4)

(The Secretary of State will compute fees, taxes, and penalties resulting from the following transactions.)

Date	Class of Shares	Series	Par Value	Number of Shares	Consideration Received/Cost
					\$
					\$
					\$
					\$
4/30/97	Common	Class A	none	285	\$ ( 150,000 )
					\$ ( )
					\$ ( )

8. Authorized and issued shares after changes:

Class	Series	Par Value	Number Authorized	Number Issued
Common	Class A	none	10,000	715
Common	Class B	none	10,000	-0-

**FILED**

9. Paid-in Capital after changes: \$ 5,451,125 ("Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

SEP 22 1998

ITEM 10 MUST BE SIGNED

GEORGE H. RYAN  
SECRETARY OF STATE

10. The undersigned corporation has caused this statement to be signed and attested by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated September 21 19 98 LIDA MANUFACTURING CORPORATION  
(Exact Name of Corporation)

attested by R. Jeffrey Harris by Verner Andersen  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
R. Jeffrey Harris, Assistant Secretary Verner Andersen, President.  
(Type or Print Name and Title) (Type or Print Name and Title)

NOTES

- Note 1. "Current reporting period" for a corporation which has not established an extended filing month means the 12 month period ending with the last day of the third month prior to its anniversary month in the current year. In the case of a corporation which has established an extended filing month, the "current reporting period" refers to the 12 month period ending with the corporation's most recent fiscal year end.
- Note 2. "Cumulative change" means the difference arrived at by subtracting all reductions, as permitted by Section 9.20 of the Illinois Business Corporation Act, in paid-in capital (if any) from all increases in paid-in capital (if any).
- Note 3. "Applicable allocation factor" means the allocation factor established at the time of filing the annual report for the previous year. However, if no annual report was filed for the previous year, the applicable allocation factor will be that factor established on the articles of incorporation for a domestic corporation or on the application for original certificate of authority for a foreign corporation.
- Note 4. "Previous reporting period" means any time period occurring prior to the current reporting period.
- Note 5. If there have been changes reported in item 5 or 7 of the 14.30, Form 14.30 must be submitted with the enclosed Annual Report, in the same envelope.
- Note 6. Pursuant to Section 9.20 of the Illinois Business Corporation Act, paid-in capital may be reduced without cancellation of shares only through dividends paid on preferred shares, distributions as liquidating dividends or pursuant to an approved reorganization in bankruptcy that specifically directs the reduction to be effected.