

LAW OFFICES

# NIKOLAI, MERSEREAU & DIETZ, P.A.

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TRADE MARKS  
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UNFAIR COMPETITION

March 1, 1999



03-22-1999

SET

03-05-1999

U.S. Patent & TMO/TM Mail Rpt Dt: #39



TRADEMARKS ONLY

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TRADEMARKS ONLY

OUR FILE NO. 74180 and 74181

BOX ASSIGNMENTS/FEE  
Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

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

1. Name of Party(ies) conveying an interest:

(a) Hypro Corporation

_____ Individual(s)	_____ Association
_____ General Partnership	_____ Limited Partnership
<u>X</u> Corporation-State of Delaware	
Other _____	

(b) Hypro Corp. - a Corporation-State of Delaware

2. Name and Address of Party(ies) receiving an interest:

Name: Hypro Corporation  
Street Address: 375 - 5th Avenue N.W.  
City: St. Paul  
State: MN Zip: 55112

_____ Individual(s) citizenship _____
_____ Association _____
_____ General Partnership _____
_____ Limited Partnership _____
<u>XX</u> Corporation-State of Delaware
_____ Other _____

If assignee is not domiciled in the United States, a domestic representative designated is attached:        Yes        No  
(Designation must be a separate document from Assignment)

3. Nature of Conveyance:

_____ Assignment	<u>XXX</u> Merger
_____ Security Agreement	_____ Change of Name

Execution Date: January 5, 1989

03/19/1999 DNGUYEN 00000146 1103238

01 FC:481	40.00 OP
02 FC:482	25.00 OP
03 FC:998	15.00 OP

TRADEMARK  
REEL: 1876 FRAME: 0732

MRO 3.5.99

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
  
B. Trademark Registration No.(s)  
1,103,238  
1,103,237
5. Name and address of party of whom correspondence concerning document should be mailed:  
Name: Thomas J. Nikolai, Esq.  
NIKOLAI, MERSEREAU & DIETZ, P.A.  
Street Address: 900 Second Avenue South, #820  
City: Minneapolis State: MN Zip: 55402-3325
6. Number of applications and registrations involved: Two
7. Total Fee (37 CFR 3.41): \$80.00  
X A check is enclosed.
8. The Commissioner is authorized to charge any fees or refund any overpayment under 37 CFR 2.6 which may be required by this paper to Deposit Account No. 08-1265.

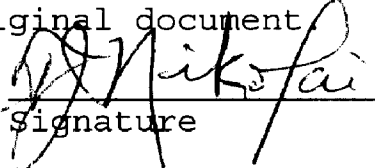
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9. Statement and signature.  
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Thomas J. Nikolai  
Name of Person Signing

  
Signature

Date: March 1, 1999

Total number of pages including cover sheet, attachments and document: 7

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CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
HYPRO HOLDING CORPORATION  
WITH AND INTO  
HYPRO CORP.

FILED

4:30pm

JAN 5 1989

*Handwritten signature*  
SECRETARY OF STATE

HYPRO HOLDING CORPORATION, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 23rd day of December, 1988, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the Common Stock, \$.01 par value (the "Shares") of Hypro Corp., a corporation incorporated on the 13th day of January, 1987, pursuant to the General Corporation Law of the State of Delaware ("Hypro"), which Shares constitute all of the issued and outstanding capital stock of Hypro.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 5<sup>th</sup> day of January, 1989, determined to and did merge itself with and into Hypro:

RESOLVED, that Hypro Holding Corporation merge, and it hereby does merge, itself with and into Hypro (the "Merger").

FURTHER RESOLVED, that the Merger shall become effective upon the date and time of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time").

FURTHER RESOLVED, that Hypro shall be the surviving corporation in the Merger.

FURTHER RESOLVED, that at the Effective Time, and without further action on the part of the holder thereof, (i) each share of capital stock of this corporation then issued and outstanding shall be converted into one share of Common Stock, \$.01 par value per share, of Hypro, and (ii) each share of capital stock of Hypro which is then issued and outstanding shall be cancelled and no payment shall be made with respect thereto.

FURTHER RESOLVED, that the officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge this corporation with and into Hypro, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect the Merger.

FURTHER RESOLVED, that the Certificate of Incorporation and By-Laws of Hypro in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and By-Laws of the surviving corporation, except that the Certificate of Incorporation of Hypro shall be amended in its entirety to read as set forth in Exhibit A hereto.

FOURTH: That the Merger has been approved by the sole shareholder of this corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the Board of Directors of this corporation at any time prior to the Effective Time.

IN WITNESS WHEREOF, said Hypro Holding Corporation has caused this Certificate to be signed by Ronald E. Neitzel, its Vice President, and attested by Peter K. Solberg, its Secretary, this 5<sup>th</sup> day of January, 1989.

  
\_\_\_\_\_  
Ronald E. Neitzel, Vice President

ATTEST:

By   
\_\_\_\_\_  
Peter K. Solberg, Secretary

0512E

CERTIFICATE OF INCORPORATION  
of  
HYPRO CORP.

FIRST: The name of the corporation is Hypro Corporation.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business to be conducted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Hundred and Fifty Thousand (150,000) shares, of which One Hundred Thousand (100,000) shares shall be designated Class A Common Stock and Fifty Thousand (50,000) shares shall be designated Class B Common Stock, all of which shares of Class A Common Stock and Class B Common Stock shall have a par value of one cent (\$.01) per share, amounting in the aggregate to Fifteen Hundred Dollars (\$1,500).

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

A. Each holder of Class A Common Stock shall have one vote on all matters submitted to the shareholders for each share of Class A Common Stock standing in the name of such holder on the books of the corporation.

B. The holders of Class B Common Stock shall have no voting rights.

FIFTH: The corporation is to have perpetual existence.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

SEVENTH: Elections of directors need not be by written ballot unless the by-laws of the corporation shall otherwise provide.

EIGHTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH: The name and mailing address of the Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Jay Forman	Room 2772 One New York Plaza New York, New York 10004

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