

FORM PTO-1384 (Rev. 8-93) OMB No. 0651-0011 (Exp. 4/94) Tab settings

MRD RECOF 3-25-99 T

04-07-1999



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

101004881

To the Honorable Commissioner of Patents and Trademarks, Please return the enclosed original documents or copy thereof.

1. Name of conveying party(ies):

United States Manufacturing Co.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: United States Manufacturing Company, LLC

Internal Address: Street Address: 180 N. San Gabriel Blvd. City: Pasadena State: CA ZIP: 91107

- Individual(s) citizen of, Association, General Partnership, Limited Partnership, Corporation-State, Other: Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designator attached? Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 02/25/99

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

Please see attached.

B. Trademark Registration No.(s)

Please see attached.

Additional numbers attached? Yes No

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

Name: Dee Henderson Irell & Manella LLP Internal Address:

Street Address: 1800 Avenue of the Stars Suite 900 City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41).....\$ 615.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account



(Attach duplicate copy)

03-25-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #01

04/06/1999 DNGUYEN 00000166 75079529

01 FC: 81 40.00 DP 02 FC: 82 575.00 DP

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.

Ian G. Walker Name of Person Signing

[Signature] Signature

March 23, 1999

12 Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

Attachment 1

Additional Names of Conveying Parties:

United States Manufacturing Company
United States Manufacturing Company, Inc.
U.S. Manufacturing Co.
U.S. Manufacturing Company

Attachment 4A

Trademark Application Nos.

75/079529

75/527594

75/386168

Attachment 4B

Trademark Registration Nos.

1903484
1229513
1940361
1715400
1498507
1681077
1573132
1646753
1321992
1999416
1723541
1568190
1234471
932357
1882895
1255980
1704769
2142774
1759756
1198581
1131703

State of Delaware
Office of the Secretary of State PAGE 1

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:

"UNITED STATES MANUFACTURING CO.", A CALIFORNIA CORPORATION, WITH AND INTO "UNITED STATES MANUFACTURING COMPANY, LLC" UNDER THE NAME OF "UNITED STATES MANUFACTURING COMPANY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1999, AT 9 O'CLOCK A.M.



2991826 8100M

991075837

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9636585

DATE: 03-18-99

TRADEMARK

REEL: 1880 FRAME: 0980

CERTIFICATE OF MERGER OF
UNITED STATES MANUFACTURING CO.
a California corporation
INTO
UNITED STATES MANUFACTURING COMPANY, LLC
a Delaware limited liability company

It is hereby certified that:

1. The constituent entities participating in the merger are:

- (i) United States Manufacturing Co., a California corporation
- (ii) United States Manufacturing Company, LLC, a Delaware limited liability company.

2. An Agreement of Merger has been approved and executed by each of the constituent entities in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act.

3. The name of the surviving limited liability company is United States Manufacturing Company, LLC, a Delaware limited liability company.

4. The executed Agreement of Merger is on file at the office of United States Manufacturing Company, LLC located at the following address:

180 North San Gabriel Boulevard
Pasadena, California 91107

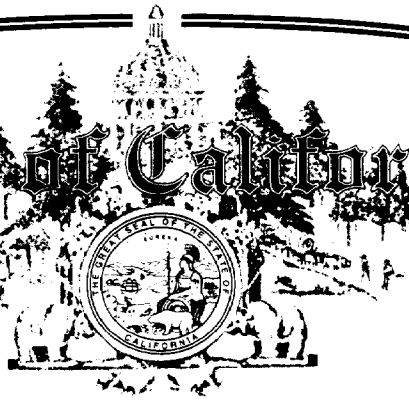
5. A copy of the Agreement of Merger will be furnished by United States Manufacturing Company, LLC, on request and without cost, to any member of United States Manufacturing Company, LLC or to any stockholder of United States Manufacturing Co.

**IN WITNESS WHEREOF, United States Manufacturing Company, LLC has caused
this Certificate to be executed by an Authorized Person thereof this 25th day of February,
1999.**

UNITED STATES MANUFACTURING COMPANY, LLC

By: 
Ted J. Orsena, Authorized Person

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones

Secretary of State

MAR 12 1999

BILL JONES, Secretary of State

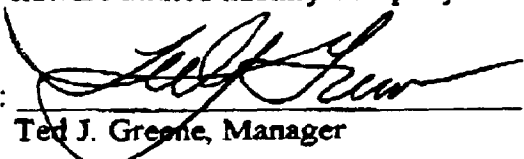
AGREEMENT OF MERGER

This Agreement of Merger is entered into between United States Manufacturing Company, LLC, a Delaware limited liability company (herein "Survivor") and United States Manufacturing Company, Inc., a California corporation (herein "Merging Corporation").

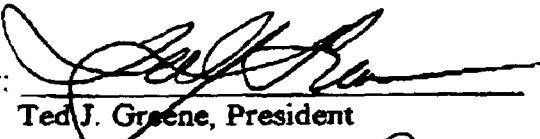
- 1. Merging Corporation shall be merged into Survivor.
- 2. *EACH OUTSTANDING SHARE OF* The stock of Merging Corporation shall be converted into *ONE MEMBERSHIP* units of Survivor (i.e., *there will be a 1:1 conversion ratio*).
- 3. Merging Corporation shall from time to time, as and when required by Survivor, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
- 4. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

UNITED STATES MANUFACTURING
COMPANY, LLC,
a Delaware limited liability company

By: 
Ted J. Greene, Manager

UNITED STATES MANUFACTURING
COMPANY, INC.,
a California corporation

By: 
Ted J. Greene, President

By: 
Frances L. Greene, Secretary

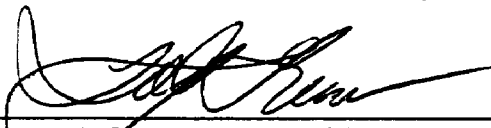
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Ted J. Greene and Frances L. Greene certify that:

1. They are the president and the secretary, respectively, of United States Manufacturing CO. ("Corporation").
2. The Agreement of Merger ("Agreement") in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 1875.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: February 10, 1999



TED J. GREENE, President



FRANCES L. GREENE, Secretary



State of California
Secretary of State
Bill Jones

LIMITED LIABILITY COMPANY - CERTIFICATE OF MERGER
 WHEN COMPLETING FORM, PLEASE TYPE OR PRINT IN BLACK INK.

IMPORTANT - Read The Instructions On The Back Of This Form Before Completing.

THIS SPACE FOR FILING USE ONLY

1. Name of surviving entity: United States Manufacturing Company	2. Type of entity: LLC	3. File number:	4. Jurisdiction of organization: Delaware
5. Name of disappearing entity: United States Manufacturing Co.	6. Type of entity: Corp	7. File number: 234118	8. Jurisdiction of organization: California

9. If a vote was required pursuant to Section 17551 or Section 1200 et seq., enter each class entitled to vote and the percentage of vote required:

Surviving Entity		Disappearing Entity	
Each class entitled to vote	Percentage of vote required	Each class entitled to vote	Percentage of vote required
Membership Units	100% of the outstanding units entitled to vote	Common Stock	100% of shares entitled to vote

10. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.

IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 11 AND PROCEED TO ITEM 14.

11. Requisite changes to the information set forth in the articles of organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary.

IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY, SKIP ITEM 11 AND COMPLETE ITEMS 12 THROUGH 15.

12. Principal business address of the surviving foreign limited liability company or other business entity:

Address: 180 N. San Gabriel Boulevard
 City: Pasadena State: CA Zip Code: 91107

13. Other information required to be stated in the certificate of merger pursuant to the laws under which each constituent other business entity was organized. Attach additional pages if necessary. A copy of the State of Delaware Certificate of Merger or Consolidation of Corporation and Limited Liability Company.

14. Future effective date, if any:

15. Number of pages attached, if any:
1 page is attached hereto

16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed. Attach additional signature pages, if necessary.

Signature of authorized person for the surviving entity
 Signature of authorized person for the surviving entity
 Signature of authorized person for the disappearing entity
 Signature of authorized person for the disappearing entity

Type or print name and title of person signing
 Ted J. Greene, Manager
 Type or print name and title of person signing
 Ted J. Greene, President
 Type or print name and title of person signing

**STATE OF DELAWARE
CERTIFICATE OF MERGER OR CONSOLIDATION OF
DOMESTIC CORPORATION AND
LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is UNITED STATES MANUFACTURING COMPANY, LLC, a Delaware limited liability company, and the name of the corporation being merged into this surviving limited liability company is UNITED STATES MANUFACTURING COMPANY, INC., a ^{California} Delaware Corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is UNITED STATES MANUFACTURING COMPANY, LLC.

FOURTH: The merger is to become effective on _____.

FIFTH: The Agreement of Merger is on file at 180 N. San Gabriel Boulevard, Pasadena, California, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company or stock holder of the merging corporation.

SEVENTH: The surviving limited liability company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation or limited liability company of Delaware, as well as for enforcement of any obligation of the surviving limited liability company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving limited liability company at 180 N. San Gabriel Boulevard, Pasadena, California.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 10 day of February, A.D., 1999.

BY: [Signature]
TITLE OF OFFICER: Managing Member

