

06-17-1999

1740-T-50

RECORDED



101068189

To Assistant Commissioner for Trademarks  
Box ASSIGNMENT  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

D

Sir:

Please record the attached original document or copy thereof.

1. Name of Conveying Party(ies):  
GILTSPUR, INC.  
a New York Corporation  
500 Park Boulevard  
Itasca, Illinois 60143



06-07-1999  
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #01

2. Name and address of Receiving Party(ies):  
GILTSPUR NORTH AMERICA, INC.  
a Delaware Corporation  
500 Park Boulevard  
Itasca, Illinois 60143

MRD 6.7.99

3. Nature of conveyance:

Certificate of Merger evidencing the merger of Giltspur, Inc., a New York corporation with and into Giltspur North America, Inc., a Delaware corporation

Execution Date: December 19, 1996

4. Application numbers:

A. Trademark Application No.(s):

5.

Trademark Registration No.(s)

1,741,340 Dated: December 22, 1992

Additional numbers attached  yes  no

06/17/1999 NTHAI1

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01 FC:481

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

Richard G. Harrer, Registration No. 19,433  
Cates & Holloway  
6340 E. Thomas, Suite 228  
Scottsdale, Arizona 25251-7051  
Tel: (602) 248-0982

7. Total number of applications and registrations involved: 1

8. Total Fee: (37 CFR 3.41) \$40.00

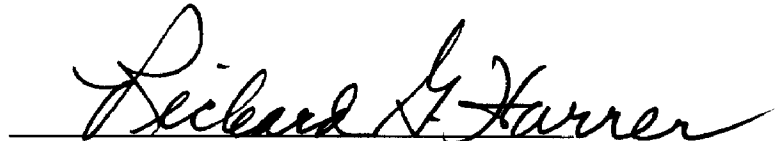
Enclosed

Authorized to be charged to deposit account

9. Deposit Account Number \_\_\_\_\_

10. 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.



Richard G. Harrer

Date: JUNE 1, 1999, 1999

TRADEMARK

REEL: 001913 FRAME: 0925

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CT-07

CERTIFICATE OF MERGER

OF

GILTSPUR, INC.

INTO

GILTSPUR NORTH AMERICA INC.

UNDER SECTION 907 OF THE  
BUSINESS CORPORATION LAW

ICC

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JAN 9 8 1997

TAX \$ \_\_\_\_\_

BY: mmk

Jan 20 1997

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Viad Corp.  
1850 N. Central Avenue  
Viad Tower  
Phoenix, AZ 85077-2427

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TRADEMARK

REEL: 001913 FRAME: 0926

To: Secretary of State

Date: January 27, 1997

Name of Corporation	
GILTSPUR, INC. (NY)	ID# 36-2318252 OD5

Pursuant to provisions of section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merger of the above named corporation, into GILTSPUR NORTH AMERICA INC. (DE) if filed on or before April 27, 1997. ~~ificate and fee are attached.~~

Filed by: CT Corp.

Director, Processing Division

By *Yrnan Balliger*

White-Department of State

Yellow-Department of State

Pink-Taxpayer

*LS*

CT-07

F 970130000482

CERTIFICATE OF MERGER

OF

GILTSPUR, INC.

INTO

GILTSPUR NORTH AMERICA INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

We, the undersigned, F.G. Emerson and Carol Kotek, being respectively the vice-president and the assistant secretary of Giltspur North America Inc., and F.G. Emerson and Carol Kotek, being respectively the vice-president and the assistant secretary of Giltspur, Inc. hereby certify:

1. Giltspur North America Inc., a corporation of the State of Delaware owns all of the outstanding shares (of each class) of Giltspur, Inc., a corporation of the State of New York.

2. As to each subsidiary corporation, the designation and number of outstanding sheare (of each class) and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Giltspur, Inc.	18,947	18,947

3. The surviving corporation owns all of the outstanding shares of the corporation to merged.

4. The Certificate of Incorporation of Giltspur, Inc. was filed in the Department of State on the 16th day of January, 1970. The name under which it was incorporated is Expo Systems U. S. A. Ltd.

5. The surviving corporation is Giltspur North America Inc., a corporation of the state of Delaware, incorporated on the 29th day of May, 1974, and which is not authorized to do business in New York and that it is not to do business in New York until an application for authority shall have been filed by the Department of State.

6. Giltspur North America Inc. agrees that it may be served with process in the State of New York in any action or special procedding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 200 North Gary Avenue, Roselle, Illinois 60172. Such post office address shall

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TRADEMARK

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supersede any prior address designated as the address to which process shall be mailed.

7. Giltspur, Inc. agrees that, subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

8. The merger shall be effective upon filing.

9. The merger is permitted with the laws of the state of incorporation of of the surviving corporation and is in compliance herewith.

IN WITNESS WHEREOF, this certificate has been signed on the 19th day of December, 1996 and the statements contained therein are affirmed as true under penalties of perjury.

Giltspur North America Inc.

  
F.G. Emerson, Vice President

  
Carol Kotek, Assistant Secretary

Giltspur, Inc.

  
F.G. Emerson, Vice President

  
Carol Kotek, Assistant Secretary

