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06-17-1999



Docket No.:

TM126

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101068199

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

1. Name of conveying party(ies)



2. Name and address of receiving party(ies):

Seal-O-Matic Corporation

06-07-1999

Name: Seal-O-Matic Corporation

MRD 6.7.99

U.S. Patent & TMO/TM Mail Rcpt Dt. #34

Internal Address:

- Individual(s)
- General Partnership
- Corporation-State New Jersey
- Other

- Association
- Limited Partnership

Street Address: 1314 Sherman Drive

City: Longmont State: CO ZIP: 80501

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

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

If assignee is not domiciled in the United States, a domestic representative designation is 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: Sept. 23 1994

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

671,981 677,736
716,075
1,128,169

Additional numbers attached? Yes No

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

Name: Rick Martin

Internal Address: Patent Law Offices of Rick Martin, PC

Street Address: 609 Terry Street

City: Longmont State: CO ZIP: 80501

6. Total number of applications and registrations involved:.....

4

7. Total fee (37 CFR 3.41):.....\$ 160.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03/29/1999 JSHABAZZ 00000122 671981

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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.

Rick Martin

Name of Person Signing

Rick Martin

Signature

3-16-99

Date

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

16

03/29/1999 JSHABAZZ 0010112900
03/29/1999 JSHABAZZ 0010112900
Name/Number: 671981 \$ 5.00 DR
FC: 704

TRADEMARK

REEL: 001914 FRAME: 0001

ARTICLES OF MERGER

OF

n/a SEAL-O-MATIC CORPORATION, A NEW JERSEY CORPORATION

A FOREIGN CORPORATION 951011198 \$60.00

SECRETARY OF STATE

INTO

01-30-95 12:04

DB 941094329

SEAL-O-MATIC CORPORATION, A COLORADO CORPORATION

The undersigned corporations, pursuant to Section 7-7-107 of the Colorado Revised Statutes, 1973, as amended, hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

NAME OF CORPORATION

STATE OF INCORPORATION

Seal-O-Matic Corporation,
(a New Jersey corporation)

New Jersey

Seal-O-Matic Corporation,
(a Colorado Corporation)

Colorado

ARTICLE TWO

The laws of the State of New Jersey, the State under which such foreign corporation is organized, permit such merger.

COMPUTER UPDATE COMPLETE
JM

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ARTICLE THREE

The name of the Surviving Corporation shall be Seal-O-Matic Corporation, a Colorado Corporation, and it shall be governed by the laws of the State of Colorado.

ARTICLE FOUR

The Agreement and Plan of Merger, copy of which is annexed hereto, was duly approved by the Board of Directors and by the shareholders of each of the undersigned corporations.

ARTICLE FIVE

As to each corporation whose shareholders are entitled to vote, the number of shares entitled to vote thereon, and the designation and number of shares is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Entitled to Vote</u>
Seal-O-Matic Corporation (New Jersey)	14,000
Seal-O-Matic Corporation (Colorado)	14,000

ARTICLE SIX

As to each corporation whose shareholders are entitled to vote, the number of shares voted for and against the merger respectively are:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Seal-O-Matic Corporation (New Jersey)	14,000	0
Seal-O-Matic Corporation (Colorado)	14,000	0

ARTICLE SEVEN

All provisions of the law of the State of Colorado and the State of New Jersey applicable to the proposed merger have been complied with.

ARTICLE EIGHT

The effective date of these Articles of Merger shall be the date that the same are filed in the Secretary of State's Office of the State of Colorado.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its respective name by its respective President and Secretary as of the *23* day of *September*, 1994.

SEAL-O-MATIC CORPORATION,
(A NEW JERSEY CORPORATION)

BY: *Mel W. Ortner*
Mel W. Ortner, President

and *Janine S. Ortner*
Janine S. Ortner, Secretary

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(Signatures continued on the following page)

SEAL-O-MATIC CORPORATION,
(A COLORADO CORPORATION)

BY: Mel W. Ortner
Mel W. Ortner, President

and Janine S. Ortner
Janine S. Ortner, Secretary

AGREEMENT AND PLAN OF MERGER

OF

SEAL-O-MATIC CORPORATION, A NEW JERSEY CORPORATION

INTO

SEAL-O-MATIC CORPORATION, A COLORADO CORPORATION

THIS MERGER AGREEMENT, made and entered into this 23rd day of September, 1994, by and between SEAL-O-MATIC CORPORATION, a New Jersey corporation, and SEAL-O-MATIC CORPORATION, a Colorado corporation;

W I T N E S S E T H:

WHEREAS, the principal and registered office of SEAL-O-MATIC CORPORATION, a New Jersey corporation (hereinafter referred to as "Seal-O-Matic-New Jersey"), in the State of New Jersey is at 1180 Raymond Boulevard, Newark, New Jersey 07102, in the process of being changed to 80 Main Street, West Orange, New Jersey 07052, and Herbert M. Gannet is the agent therein, in charge thereof, and upon whom process against said corporation may be served within said State; and

WHEREAS, the principal and registered office of SEAL-O-MATIC CORPORATION, a Colorado corporation (hereinafter referred to as "Seal-O-Matic-Colorado"), in the State of Colorado

is at 1314 Sherman Drive, Longmont, Colorado 80501, and Mel W. Ortner is the agent therein, in charge thereof, and upon whom process against said corporation may be served within said State; and

WHEREAS, Seal-O-Matic-New Jersey under its Certificate of Incorporation, as amended, which is on file in the Office of the Secretary of the State of New Jersey, is authorized to issue one hundred thousand (100,000) shares of common stock without nominal or par value and there has been duly issued certificates for fourteen thousand (14,000) shares of such stock, which certificates are presently outstanding; and

WHEREAS, Seal-O-Matic-Colorado under its Certificate of Incorporation, filed on August 18, 1994 in the Office of the Secretary of State of Colorado, is authorized to issue one hundred thousand (100,000) shares of common stock without nominal or par value; and

WHEREAS, the Board of Directors of each of said corporations deems it advisable and desirable to the end that greater efficiency and economy of management may be accomplished and otherwise and generally to the advantage and welfare of said corporations and their respective shareholders that the properties, businesses, assets and liabilities of both of said

corporations be combined into one corporation (hereinafter referred to as the "Surviving Corporation") under and pursuant to the provisions of Section 14A:10-1 et seq. of Corporations, General, of the New Jersey Statutes, and Section 7-7-107 of the Colorado revised statutes, 1973, as amended, and each of said Board of Directors has adopted and approved this Agreement and Plan of Merger and has authorized its corporate officers to execute this Agreement and Plan of Merger and to carry out the terms and conditions set forth herein;

N O W T H E R E F O R E ,

In consideration of the premises and the mutual agreements, provisions, covenants and grants herein contained, it is hereby agreed by and among the said parties hereto, and in accordance with the applicable state statutes, that said Seal-O-Matic-New Jersey shall be and is hereby merged into said Seal-O-Matic-Colorado.

AND the parties hereto by these presents agree to and prescribe the terms and conditions of said merger and the mode of carrying the same into effect, which terms and conditions and mode of carrying the same into effect the said parties hereto do mutually and severally agree and covenant to observe, keep and perform; that is to say:

Article I: The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Seal-O-Matic-New Jersey	New Jersey
Seal-O-Matic-Colorado	Colorado

Article II: The laws of the State of New Jersey, under which Seal-O-Matic-New Jersey is organized permit such merger; and the laws of the State of Colorado, under which Seal-O-Matic-Colorado is organized permit such merger.

Article III: Seal-O-Matic-New Jersey and Seal-O-Matic-Colorado propose to merge into Seal-O-Matic-Colorado, and Seal-O-Matic-Colorado shall be the Surviving Corporation. The Surviving Corporation shall continue to exist as a domestic corporation under the laws of the State of Colorado and shall be governed by the laws of the State of Colorado.

Article IV: The number of directors constituting the first Board of Directors of said Surviving Corporation shall be three (3) and the names and addresses of the first Directors of said Surviving Corporation, who shall hold office until their successors be chosen or appointed according to the by-laws of

said corporation, are as follows:

Names of Directors

Addresses

Mel W. Ortner	7710 UTE Highway Longmont, Colorado 80503
Samuel Ortner	1005 Claridge House I Verona, New Jersey 07044
Janine S. Ortner	7710 UTE Highway Longmont, Colorado 80503

The first officers of said Surviving Corporation shall be a President, two (2) Vice-Presidents and a Secretary and their names and places of residence are as follows:

Office

Names

Addresses

President	Mel W. Ortner	7710 UTE Highway Longmont, Colorado 80503
Vice-President	Janine S. Ortner	7710 UTE Highway Longmont, Colorado 80503
Vice-President	Samuel Ortner	1005 Claridge House I Verona, New Jersey 07044
Secretary	Janine S. Ortner	7710 UTE Highway Longmont, Colorado 80503

Article V: The number of authorized shares of said Surviving Corporation is and shall be one hundred thousand (100,000) shares of common stock without nominal or par value.

Article VI: The presently issued and outstanding shares of Seal-O-Matic-New Jersey shall be surrendered and cancelled as follows:

A) Each of the fourteen thousand (14,000) shares of common stock of Seal-O-Matic-New Jersey, issued and outstanding on the effective date of the merger shall be forthwith exchanged for and converted into shares of common stock of the Surviving Corporation in the ratio of one (1) share of the Surviving Corporation for each share of common stock of Seal-O-Matic-New Jersey.

B) Each of the shares of common stock of Seal-O-Matic-Colorado, issued and outstanding, shall cease to exist and shall be deemed cancelled, retired and eliminated and no shares of common stock of the Surviving Corporation shall be issued in respect thereof.

C) On or after the effective date of the merger, each holder of a certificate or certificates theretofore representing issued and outstanding shares of Seal-O-Matic-New Jersey shall be entitled, upon surrender of his certificate or certificates at the office of the Surviving Corporation, to receive in exchange therefor a certificate or certificates representing the number of shares of common stock of the Surviving Corporation as hereinabove provided, and any shares of

Seal-O-Matic-Colorado which may have been formerly outstanding shall be cancelled and deemed void.

Article VII: Except insofar as hereinafter otherwise specifically set forth, or as provided by statute, the corporate name, franchise, rights and organization of said Seal-O-Matic-Colorado shall remain intact, and said Surviving Corporation shall possess the powers, privileges and rights granted by, and shall be governed by and be subject to, the Certificate of Incorporation of Seal-O-Matic-Colorado.

Article VIII: The corporate name and organization of Seal-O-Matic New Jersey, except insofar as the same shall continue by statute or may be requisite for carrying out the purposes of this Agreement shall, upon the filing in the Office of the Secretary of State of New Jersey of Certificate of Merger, together with this Agreement and Plan of Merger, cease upon the effective date of such filing.

Article IX: The by-laws of the said Surviving Corporation shall be the present by-laws of the said Seal-O-Matic-Colorado until changed or amended as provided therein.

Article X: The Certificate of Incorporation of Seal-O-Matic-Colorado shall be the Certificate of Incorporation

of the Surviving Corporation.

Article XI: Upon the consummation of the act of merger herein provided for, all and singular rights, privileges, powers and franchises of each of said corporations and all property, real, personal and mixed, and all debts due on whatever accounts, as well as for stock subscriptions and all other things in action or belonging to each of said corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest of all corporations, parties hereto, shall hereafter be the property of the said Surviving Corporation as they were of the respective corporations, parties hereto; and the title to any and all real estate, whether by deed or otherwise vested in any of each said corporations, shall not revert or be in any way impaired by reason of the said merger; provided that all rights of creditors and all liens upon the property of any and all of said corporations, parties hereto, including Federal, State and local tax liabilities, shall forthwith attach to said Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, it being expressly provided that the merger of the corporations, parties hereto, shall not in any manner impair the rights of any creditors or creditor of any of said corporations.

If at any time said Surviving Corporation shall deem or be advised that any further assignments, assurances in the law, or things are necessary or desirable to vest in the said Surviving Corporation, the title to the property of Seal-O-Matic-New Jersey, its proper officers and directors shall and will execute all proper assignments and assurances in the law, and do all things necessary or proper to vest title to such property in the said Surviving Corporation and otherwise to carry out the purposes of this Agreement.

Article XII: The Surviving Corporation shall pay all expenses of merger.

Article XIII: This Agreement and Plan of Merger shall be submitted to the respective shareholders of Seal-O-Matic-New Jersey and Seal-O-Matic-Colorado for approval, and shall take effect and be deemed and taken to be the Agreement and Plan of Merger of said corporations upon the adoption and approval thereof by the shareholders of each of said corporations entitled to vote on the merger. If and when such required approval is obtained, the proper officers of each corporation shall be and are hereby authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing, all documents as the same may be necessary or proper to

render effective the merger contemplated by this Agreement and Plan of Merger.

IN WITNESS WHEREOF, each of the parties to this Agreement has caused these presents to be signed by its President its corporate seal to be hereunto affixed and attested by its Secretary, as of the day and year first above written.

SEAL-O-MATIC CORPORATION, a
New Jersey Corporation

By: Mel W. Ortner
Mel W. Ortner, President

ATTEST:

Janine S. Ortner
Janine S. Ortner, Secretary

SEAL-O-MATIC CORPORATION, a
Colorado Corporation

By: Mel W. Ortner
Mel W. Ortner, President

ATTEST:

Janine S. Ortner
Janine S. Ortner, Secretary

MERGER XXX CONSOLIDATION
CANCELLATION OF LIMITED PARTNERSHIP DUE TO MERGER
DOMESTIC FOREIGN PROFIT NONPROFIT

Merger #

Seal-O-Matic Corporation
(New Jersey Corporation - not qualified)

into

Seal-O-Matic Corporation
(Colorado corporation DP941094329), the survivor.

Effective date is January 30, 1995