

09-17-1999

Form PTO-1594

RECORD/

TRA]



Department of Commerce  
Patent and Trademark Office

mbd

7-12-99

101129219

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

1. Name of conveying party(ies):  
HPD International, Inc.

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

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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other                                      (of survivor)

Execution Date: June 29, 1995

2. Name and address of receiving party(ies):  
Name: HPD International, Inc.  
Internal Address:  
Street Address: N56 W24701 N. Corporate Circle  
City: Sussex                      State: WI              Zip: 53089

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State (WI)  
 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 names(s) & address(es) attached?  
 Yes  No

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)

Additional numbers attached?

B. Trademark registration No.(s)  
(1,928,655 (PEST-ASIDE)  
(2,051,150 (TKO))

Yes  No

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

Name: Kristine M. Strodthoff  
Internal Address: Godfrey & Kahn, S.C.  
Street Address: 780 N. Water Street  
City: Milwaukee              State: WI              Zip: 53202

6. Total number of applications and registrations involved:.....[ 2 ]

7. Total fee (37 CFR 3.41): .....\$80.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 07-1509

(Attach duplicate copy of this page if paying by deposit account)

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.

Kristine M. Strodthoff  
Name of Person Signing

Kristine M Strodthoff  
Signature

July 8, 1999  
Date

Total Number of pages including cover sheet: [ 7 ]

( 07/14/1999 DNGUYEN 00000150 1928655 )

01 FC:401	40.00 OP
02 FC:482	25.00 OP
03 FC:998	15.00 OP

ARTICLES OF MERGER

ca HO 2744/  
(40m)  
01 HO 27966

OF  
HPD INTERNATIONAL, INC.  
WITH AND INTO  
HPD, INC.

JUN 8 1995  
8. 8  
1995 17 0000P-WI

150

The undersigned officer of HPD, Inc., a corporation organized under the laws of the State of Wisconsin, pursuant to Sections 180.1105<sup>and 180.1107</sup> of the Wisconsin Statutes, hereby certifies as follows:

1. The Plan of Merger by and between HPD, Inc. and HPD International, Inc., a Minnesota corporation, is attached hereto as Exhibit A and made a part hereof.

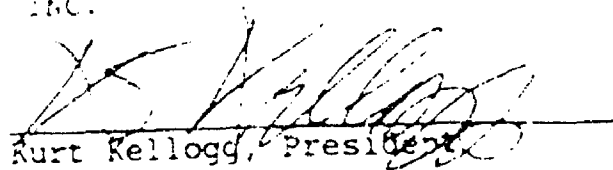
2. Said Plan of Merger was adopted and approved by the Boards of Directors and Shareholders of HPD International, Inc. and HPD, Inc. on June 29<sup>th</sup>, 1995 in accordance with Section 180.1105 of the Wisconsin Statutes.

3. All provisions of the laws of the States of Wisconsin and Minnesota applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF, HPD, Inc. has caused these Articles for Merger to be executed on this 29<sup>th</sup> day of June, 1995.

HPD, INC.

By:

  
Kurt Kellogg, President

This instrument was drafted by:

Patricia Leiker  
Godfrey & Kahn, S.C.  
780 North Water Street  
Milwaukee, WI 53202

JUN 30 12:00PM  
8. 8  
1995 17 0000P-WI

11 10

C-1220 J-22

EXHIBIT A

PLAN OF MERGER

1. The names of the corporations proposing to merge are HPD, Inc., a Wisconsin corporation, hereinafter referred to as "WISCO" or the "Surviving Corporation" and HPD International, Inc., a Minnesota corporation, hereinafter referred to as "MINCO."

2. MINCO shall merge with and into WISCO and the Surviving Corporation shall exist by virtue and under the laws of the State of Wisconsin. The corporate identity, existence, purpose, powers, franchises, rights and immunities of WISCO shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purpose, powers, franchises, rights and immunities of MINCO shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of MINCO, except insofar as it may be continued by reason of the Minnesota Statutes, shall cease upon this Plan of Merger becoming effective and thereupon MINCO and the Surviving Corporation shall become a single corporation.

3. The Articles of Incorporation of WISCO on the Effective Date (as hereinafter defined) of the merger shall be amended by deleting Article I thereof and inserting in its place the following:

ARTICLE I

The name of the corporation is "HPD *OK*  
International, Inc."

The Articles of Incorporation of WISCO, as amended, shall be and remain the Articles of Incorporation of the Surviving Corporation.

4. On the Effective Date of the merger, all of the issued and outstanding common stock of MINCO shall be exchanged in the following manner, and the certificates representing such shares shall be surrendered and cancelled.

4.1. The Shareholders of the One Cent (\$.01) par value common stock of MINCO shall surrender to the Surviving Corporation stock certificates representing shares of stock of MINCO for cancellation and shall receive one (1) share of the One Cent (\$.01) par value common stock of the Surviving Corporation for each one (1) share of common stock of MINCO surrendered for cancellation.

5. The By-Laws of WISCO as they exist on the Effective Date of the merger shall be and remain the By-Laws of the Surviving Corporation until altered, amended or repealed as provided therein.

6. The Board of Directors of WISCO prior to the merger shall, upon the Effective Date of the merger, be and remain the Board of Directors of the Surviving Corporation, and they shall hold office until the next annual meeting of the Shareholders of

the Surviving Corporation and/or until their successors are duly elected and qualified.

7. The officers of WISCO prior to the date of merger shall, upon the Effective Date of the merger, be and remain the officers of the Surviving Corporation, and they shall hold office until their respective successors are duly elected and qualified.

8. The first annual meeting of the Shareholders of the Surviving Corporation held after the Effective Date of the merger shall be the annual meeting provided by the By-Laws of WISCO. The first regular meeting of the Board of Directors of the Surviving Corporation held after the Effective Date of the merger shall be convened in a manner provided in the By-Laws of WISCO and may be held at the time and place specified in the notice of meeting.

9. This Plan of Merger shall become effective as of 11:59 p.m. on June 30, 1995, herein sometimes referred to as "Effective Date." On such Effective Date, the separate existence of MINCO shall cease and it shall be merged with and into WISCO in accordance with the provisions of this Plan of Merger.

10. Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by the Boards of Directors of WISCO or MINCO at any time prior to the filing of the Articles of Merger, if the Boards of Directors of WISCO or MINCO should decide that it would not be in the best interest of the Surviving Corporation.

11. Pending the completion of the merger, no dividend shall be paid or other distributions made to the holder of the common stock of WISCO.

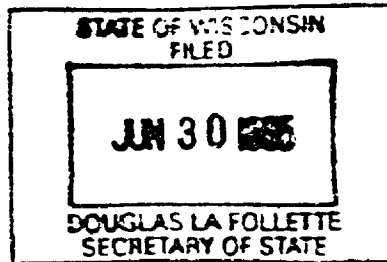
12. On the Effective Date, the Surviving Corporation shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises and Surviving Corporation shall be subject to all the restrictions, disabilities and duties of MINCO, and all property, real, personal and mixed, and all debts due to MINCO on whatever account, including stock subscriptions to shares as well as other choses in actions shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, franchises and each and every other interests shall be thereafter as effectively the property of the Surviving Corporation as they were of MINCO.

Articles of Merger

Merger: HPD International, Inc. (Licensed Foreign)

Intro: HPD, Inc. (Domestic) (Survivor)

- Change Name of Survivor -



\$100.00 plus \$75.00 Exp. Fee

Jennifer A. Kochler, Legal Ass't.  
Godfrey & Kahn, S.C.  
780 North Water Street  
Milwaukee, WI 53202-3590

