



07-09-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #10

RECORD

07-20-1999



U.S. DEPARTMENT OF COMMERCE

D

to the honorable Commission the attached original document

101097197

arks: Please record

23-5-1  
MPD

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

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

Additional party(ies) attached? No

Nature of Conveyance:

- Assignment     Merger
- Change of Name
- Other \_\_\_\_\_

Execution Date:  
September 9, 1997

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

Name: AMPAC Development Co.  
Address: 3770 Howard Hughes Parkway  
Suite 300  
Las Vegas, Nevada 89109

- Individual Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation State (Nevada)
- Other
- Domestic Representative

Attached Additional names & addresses? No

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

A. Trademark Application No.(s)

B. Registration No.(s) 1,798,447

Additional number attached? No

5. Party to whom correspondence concerning this document should be mailed:

Thomas J. Vande Sande, Esquire  
Hall, Priddy & Myers  
10220 River Road, Suite 200  
Potomac, Maryland 20854

6. Total number of applications or registrations involved: 1

7. Total Fee (37 CFR 3.41) \$ 40.00

Enclosed Check No. 1243

Charge to Deposit Account

Charge insufficient funds

8. Deposit account No.: 50-0555

07/19/1999 MTHA11 00000167 1798447

01 FC 981 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. Vande Sande  
Name of person signing

Signature

6/9/99  
Date

Total number of pages including cover sheet, attachments and document: 13

**AFTER FILING RETURN TO:**

C. Keith Rooker, Esq.  
ROOKER & GIBSON  
3770 Howard Hughes Parkway, Suite 360  
Las Vegas, Nevada 89109  
Telephone: (702) 794-4504

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

SEP 15 1997  
No. 03277-83  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER**

OF

**HALOTRON, INC., a Nevada corporation**

INTO

**AMPAC DEVELOPMENT COMPANY, a Nevada corporation**

*merger*  
*9/10/97*

Pursuant to the provisions of Section 78-458 of the Nevada Revised Statutes, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging HALOTRON, INC., a Nevada corporation (sometimes herein referred to as the "Disappearing Corporation"), with and into AMPAC DEVELOPMENT COMPANY, a Nevada corporation (sometimes herein referred to as the "Surviving Corporation"):

**FIRST:** A Plan of Merger and Merger Agreement (the "Merger Agreement"), dated September 8, 1997, entered into by and between the Surviving Corporation and the Disappearing Corporation has been adopted by the Boards of Directors of the Surviving and Disappearing Corporations.

**SECOND:** By resolutions duly adopted by the sole stockholder of the Surviving Corporation and sole stockholder of the Disappearing Corporation pursuant to Section 78.320 of the Nevada Revised Statutes, both dated September 9, 1997, the Merger Agreement was approved by the unanimous consent of the stockholders of the Surviving and Disappearing Corporations.

**THIRD:** There shall be no amendments to the Articles of Incorporation of the Surviving Corporation.

**FOURTH:** The complete executed Merger Agreement is on file at the registered office of the Surviving Corporation, the address of which is as follows:

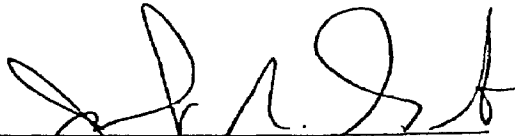
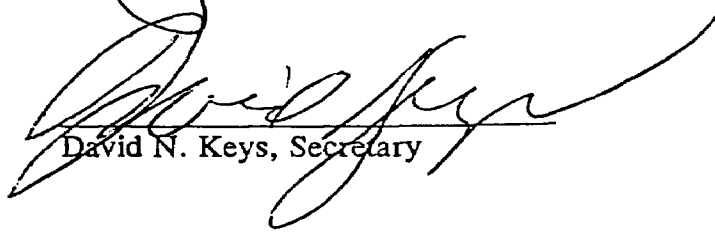
3770 Howard Hughes Parkway, Suite 300  
Las Vegas, Nevada 89109

**FIFTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Surviving Corporation or the Disappearing Corporation.

EXECUTED this 10th day of September, 1997.

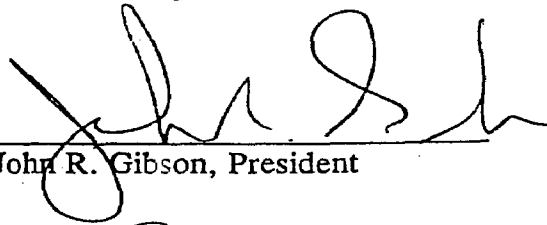
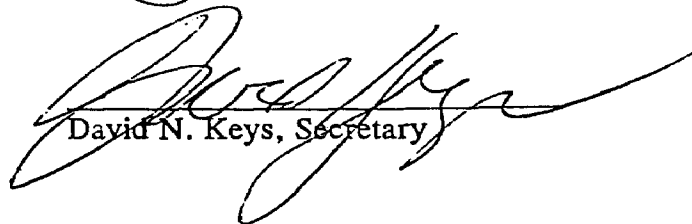
"Surviving Corporation"

AMPAC DEVELOPMENT COMPANY,  
a Nevada corporation

  
\_\_\_\_\_  
John R. Gibson, President  
\_\_\_\_\_  
David N. Keys, Secretary

"Disappearing Corporation"

HALOTRON, INC.,  
a Nevada corporation

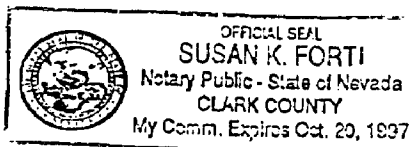
  
\_\_\_\_\_  
John R. Gibson, President  
\_\_\_\_\_  
David N. Keys, Secretary

ACKNOWLEDGEMENT OF SIGNATURES OF OFFICERS  
OF THE SURVIVING CORPORATION

STATE OF NEVADA )  
 ) ss.  
COUNTY OF CLARK )


On the 10th day of September, 1997, personally appeared before me, a notary public, John R. Gibson, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

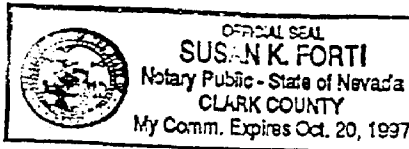
  
Notary Public



STATE OF NEVADA )  
 ) ss.  
COUNTY OF CLARK )

On the 10th day of September, 1997, personally appeared before me, a notary public, David N. Keys, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

  
Notary Public



ACKNOWLEDGEMENT OF SIGNATURES OF OFFICERS  
OF THE DISAPPEARING CORPORATION

STATE OF NEVADA )  
 ) ss.  
COUNTY OF CLARK )

On the 10th day of September, 1997, personally appeared before me, a notary public, John R. Gibson, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

*Susan K. Forti*  
Notary Public



STATE OF NEVADA )  
 ) ss.  
COUNTY OF CLARK )

On the 10th day of September, 1997, personally appeared before me, a notary public, David N. Keys, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

*Susan K. Forti*  
Notary Public



*[Faint, illegible text and signature]*

**STATE OF NEVADA**  
**Secretary of State**

I hereby certify that this is a true and complete copy of the document as filed in this office.

SEP 16 '97

*Dean Heller*  
**DEAN HELLER**  
**Secretary of State**

By *D. Garner*

## PLAN OF MERGER AND MERGER AGREEMENT

This Plan of Merger and Merger Agreement (the "Merger Agreement") is made this 8th day of September, 1997, between AMPAC DEVELOPMENT COMPANY, a Nevada corporation (the "Surviving Corporation"), and HALOTRON, INC., a Nevada corporation (the "Disappearing Corporation"; the Surviving Corporation and the Disappearing Corporation being referred to hereinafter collectively as the "Constituent Corporations").

### RECITALS:

1. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Nevada. The registered office of the Surviving Corporation is located at 3770 Howard Hughes Parkway, Suite 300, Las Vegas, Nevada. The Surviving Corporation was incorporated on May 20, 1983.

2. The Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Nevada. The registered office of the Disappearing Corporation is located at 3770 Howard Hughes Parkway, Suite 300, Las Vegas, Nevada. The Disappearing Corporation was incorporated on July 8, 1991.

3. The Board of Directors of the Surviving Corporation and the Board of Directors of the Disappearing Corporation, respectively, deem it desirable and in the best interests of the Constituent Corporations that the Disappearing Corporation be merged with and into the Surviving Corporation (the "Merger").

In consideration of the mutual covenants and promises of the parties to this Merger Agreement, and pursuant to the laws governing mergers of corporations as set forth in the Revised Statutes of the State of Nevada (the "Nevada Statutes"), the Constituent Corporations agree that the Disappearing Corporation shall be merged into the Surviving Corporation as a single corporation upon the following terms and conditions.

### ARTICLE I

#### TERMS OF MERGER

At the Effective Time (as defined in Article II below):

1. The Disappearing Corporation shall be merged into the Surviving Corporation.
2. The separate existence of the Disappearing Corporation shall cease.
3. The Surviving Corporation shall continue its corporate existence, continue to be governed by the laws of the State of Nevada, continue to be named AMPAC DEVELOPMENT COMPANY, and continue to maintain its registered office at 3770 Howard Hughes Parkway, Suite 300, Las Vegas, Nevada.

4. The Surviving Corporation shall succeed, without other transfer, to all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; to all the rights, privileges, powers and franchises of each Constituent Corporation; and to all property, real, personal and mixed, of each Constituent Corporation.

5. All property, rights, privileges, powers and franchises, and every other interest of a public as well as a private nature, shall be as effectively the property of the Surviving Corporation as they were of each Constituent Corporation. The title to any real or personal property, whether by deed or otherwise, vested in either Constituent Corporation does not revert nor is it in any way impaired by reason of the Merger.

6. All debts, liabilities and duties of the respective Constituent Corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

7. Any bequest, devise, gift, grant or promise contained in a will or other instrument of donation, subscription, or conveyance, which is made to either Constituent Corporation and which takes effect or remains payable after the Merger, shall inure to the Surviving Corporation.

## ARTICLE II

### MODE OF CARRYING MERGER INTO EFFECT

1. Upon adoption of this Merger Agreement by the Board of Directors of the Surviving Corporation and by the Board of Directors of the Disappearing Corporation, this Merger Agreement shall be submitted for approval by the sole stockholder of the Disappearing Corporation. Pursuant to Section 78-454 of the Nevada Statutes, approval by the stockholder of the Surviving Corporation is not required. Upon approval by the sole stockholder of the Disappearing Corporation in accordance with the requirements of the Nevada Statutes, all documents shall be executed, acknowledged, filed and recorded and all required acts shall be done in order to accomplish the Merger under the provisions of the Nevada Statutes.

2. The effective time of the Merger (the "Effective Time") shall occur when:

(a) this Merger Agreement has been authorized, adopted, approved, signed and acknowledged by each Constituent Corporation in accordance with the laws of the State of Nevada; and

(b) Articles of Merger referencing this Merger Agreement have been filed in the office of the Secretary of State of the State of Nevada in accordance with the laws thereof.



### ARTICLE III

#### CONDITIONS OF MERGER

The Boards of Directors of either or both of the Constituent Corporations may, in their discretion, terminate this Merger Agreement and abandon the Merger, subject to the right of third parties under any contracts relating to the Merger, without further action or approval by the stockholders of the Constituent Corporations, at any time prior to the Effective Time. In the event of the termination of this Merger Agreement, this Merger Agreement shall forthwith become void and there shall be no liability on the part of either of the Constituent Corporations or their respective officers or directors.

### ARTICLE IV

#### MANNER OF CONVERTING SHARES

At the Effective Time, the treatment in the Merger of the shares of the capital stock of the Constituent Corporations shall be as follows:

1. Each share of the capital stock of the Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall continue to be one fully paid and nonassessable share of common stock, without par value, of the Surviving Corporation;
2. Each share of the capital stock of the Disappearing Corporation that is issued and outstanding immediately prior to the Effective Time shall be canceled; and
3. Any shares of the capital stock of the Disappearing Corporation held as treasury stock of the Disappearing Corporation shall be retired and shall cease to exist.

### ARTICLE V

#### ARTICLES OF INCORPORATION, BYLAWS, AND DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

1. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation unless and until amended as provided by law and such Articles of Incorporation.
2. The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation unless and until amended or repealed as provided by applicable law, the Articles of Incorporation of the Surviving Corporation and such Bylaws.
3. The officers and directors of the Surviving Corporation immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation until their successors shall have been duly elected and qualified or until otherwise provided by law.

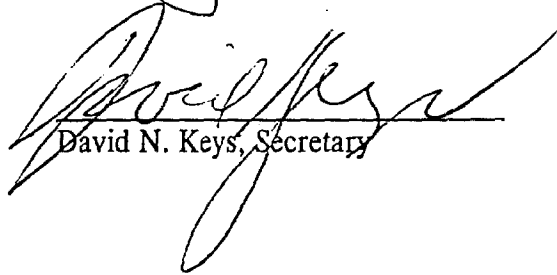
IN WITNESS WHEREOF, the parties have executed this Merger Agreement this 8th day of September, 1997.

"Surviving Corporation"

AMPAC DEVELOPMENT COMPANY,  
a Nevada corporation



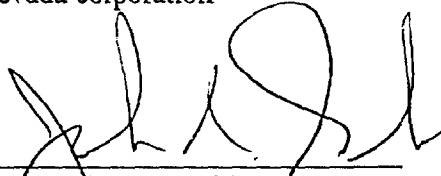
John R. Gibson, President



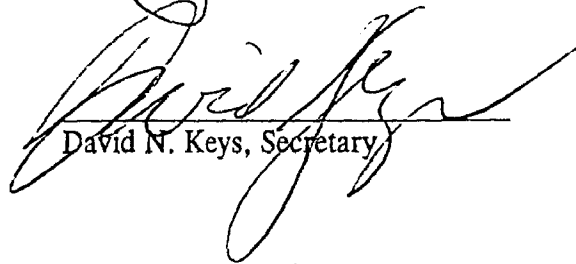
David N. Keys, Secretary

"Disappearing Corporation"

HALOTRON, INC.,  
a Nevada corporation



John R. Gibson, President




David N. Keys, Secretary

ACKNOWLEDGMENT OF SIGNATURES OF OFFICERS  
OF THE SURVIVING CORPORATION

STATE OF NEVADA            )  
  ) ss.  
COUNTY OF CLARK         )

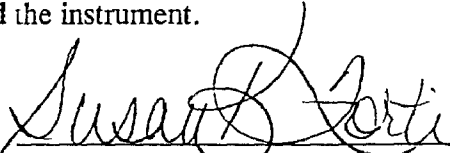
On the 8th day of September, 1997, personally appeared before me, a notary public, John R. Gibson, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

  
Notary Public



STATE OF NEVADA            )  
  ) ss.  
COUNTY OF CLARK         )

On the 8th day of September, 1997, personally appeared before me, a notary public, David N. Keys, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

  
Notary Public



ACKNOWLEDGMENT OF SIGNATURES OF OFFICERS  
OF THE DISAPPEARING CORPORATION

STATE OF NEVADA            )  
  ) ss.  
COUNTY OF CLARK         )

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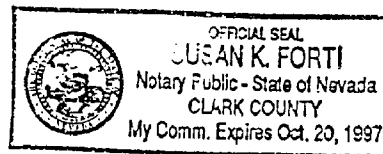
*Susan K. Forti*  
Notary Public



STATE OF NEVADA            )  
  ) ss.  
COUNTY OF CLARK         )

On the 8th day of September, 1997, personally appeared before me, a notary public, David N. Keys, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

*Susan K. Forti*  
Notary Public



**CERTIFICATE OF SECRETARY  
OF  
AMPAC DEVELOPMENT COMPANY,  
AND  
HALOTRON, INC.**

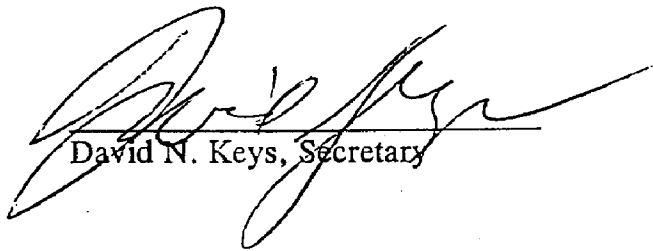
I, David N. Keys, do hereby certify as follows:

1. I am the duly elected and qualified Secretary of both AMPAC DEVELOPMENT COMPANY (the "Surviving Corporation"), and HALOTRON, INC., a Nevada corporation (the "Disappearing Corporation").

2. The Plan of Merger and Merger Agreement, dated as of the 8th day of September, 1997, between the Surviving Corporation and the Disappearing Corporation (the "Merger Agreement"), to which this Certificate is attached, was submitted to the sole holder of the shares of the capital stock of both the Surviving Corporation and the Disappearing Corporation.

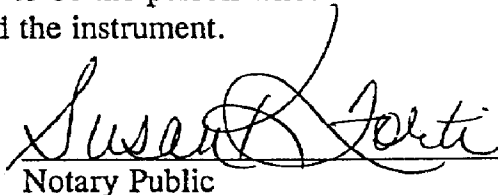
3. The Merger Agreement was approved and adopted on September 9, 1997 pursuant to the unanimous resolution of the Board of Directors of the sole stockholder of both the Surviving Corporation and the Disappearing Corporation, representing with respect to each corporation all of the shares of each class entitled to vote thereon as a class and representing the total shares entitled to be voted.

In witness whereof, I have executed this Certificate this 10th day of September, 1997.

  
\_\_\_\_\_  
David N. Keys, Secretary

STATE OF NEVADA            )  
  ) ss.  
COUNTY OF CLARK         )

On the 10th day of September, 1997, personally appeared before me, a notary public, David N. Keys, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

  
\_\_\_\_\_  
Notary Public

