



101102984

To the Honorable Commissioner of

the attached original documents or copy thereof

1. Name of conveying party(ies):

Sterling, Inc.

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

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

3. Nature of Conveyance:

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

Execution Date: March 7, 1995

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

Name: Delcorp Incorporated

Internal Address:

Street Address:

801 AEC Drive

City: Wood Dale State: IL Zip: 60191

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation-State: Delaware
- Other: _____

If assignee is not domiciled in the U.S., a domestic representative designation is attached: Yes No

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

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,112,142

Additional numbers attached? Yes No

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

Name: DICKSTEIN SHAPIRO MORIN & OSHINSKY LLP

Internal Address: Attv. Dkt.: F8800.0303/T007

Attn: Gabrielle S. Roth, Esq.

Street Address: 2101 L Street, N.W.

City: Washington State: D C Zip: 20037-1526

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

(Any deficiencies)
8. Deposit account number: 04-1073

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40.00 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.

Gabrielle S. Roth

Name of Person Signing

Reg. No.

Gabrielle S. Roth
Signature

7/26/99
Date

Total number of pages including cover sheet, attachments, and document: 10

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 OWNERSHIP, WHICH MERGES:

"STERLING, INC.", A WISCONSIN CORPORATION,

WITH AND INTO "DELCORP INCORPORATED" UNDER THE NAME OF "DELCORP INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF MARCH, A.D. 1995, AT 8:30 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

AUTHENTICATION:

7429765

DATE:

03-07-95

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

STERLING, INC.
a Wisconsin corporation

INTO

DELCORP INCORPORATED
a Delaware corporation

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

Delcorp Incorporated (the "Corporation"), a corporation incorporated on the 30th day of November, 1987, pursuant to the provisions of the General Corporation Law of Delaware DOES HEREBY CERTIFY:

FIRST: That the Corporation owns all of the issued and outstanding capital stock of Sterling, Inc., a corporation organized and existing under the laws of the State of Wisconsin.

SECOND: That the Board of Directors of the Corporation by the unanimous written consent of the members thereof on March 7, 1995, determined to merge Sterling, Inc. into the Corporation, and did adopt the following resolutions:

WHEREAS, the Corporation is the legal and beneficial owner of all of the issued and outstanding common stock, par value \$0.01 per share (the "Common Stock"), of Sterling, Inc., a Wisconsin corporation ("Subsidiary");

WHEREAS, said Common Stock is the only issued and outstanding class of stock of Subsidiary; and

WHEREAS, the Corporation desires to merge Subsidiary into itself and to be possessed of all the estate, property, rights, privileges and franchises of Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge into itself effective upon the filing of an appropriate Certificate of Ownership and Merger with the Secretary of State of Delaware, and it hereby does merge into itself at such effective time, Subsidiary and assume all of Subsidiary's liabilities and obligations;

FURTHER RESOLVED, that the Corporation hereby approves and adopts the Plan of Merger set forth in the Articles of Merger of Subsidiary Corporation, attached hereto as Exhibit A;

FURTHER RESOLVED, that the President or any Vice President, and the Secretary or Treasurer of Corporation, be and they hereby are directed to make and execute, under the corporate seal of Corporation, a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Subsidiary into Corporation and assume Subsidiary's liabilities and obligations, and the date of adoption thereof, and to cause said Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware, and a certified copy recorded in

the office of the Recorder of Deeds of New Castle County, Delaware and that the President or any Vice President, be and they hereby are directed to execute on behalf of the Corporation the aforesaid Articles of Merger of Subsidiary Corporation and cause them to be filed with the Secretary of State of Wisconsin; and

FURTHER RESOLVED, that the officers of Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or appropriate to effect said merger.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger and Ownership to be signed by Gilman R. King, its President, and attested to by Robert J. Dwyer, its Secretary this 7th day of March, 1995.

DELCORP INCORPORATED

By: *Gilman R. King*

Gilman R. King
President

Attest:

Robert Dwyer
Robert J. Dwyer
Secretary

[Seal]

ARTICLES OF MERGER
OF
STERLING, INC.
INTO
DELCORP INCORPORATED

The undersigned, DELCORP INCORPORATED, a Delaware corporation ("Parent"), desiring to give notice of corporate action effectuating the merger of its wholly-owned subsidiary, Sterling, Inc., a Wisconsin corporation, ("Subsidiary") into Parent, and acting by its officers and pursuant to Section 180.1104 and 180.1107 of the Wisconsin Business Corporation Law and Section 253 of the Delaware General Corporation Law, hereby certifies, with respect to the facts and acts relating to it, the following:

1. Stock Ownership. Parent owns all of the issued and outstanding stock of Subsidiary.

2. Plan of Merger. The Board of Directors of Parent has adopted and approved a Plan of Merger in accordance with Section 253 of the Delaware General Corporation Law and Section 180.1104 of the Wisconsin Business Corporation Law, by unanimous written consent of the Parent's directors dated February 28, 1995. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof.

3. Effective Date. The merger shall be effective as of 7:30 A.M., CST on March 7, 1995.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed in its name by its President and attested by its Secretary, this 7th day of March, 1995.

DELCORP INCORPORATED

By: S/Gilman R. King, President
Gilman R. King, President

ATTEST:

S/Rogert J. Dwyer, Secretary
Robert J. Dwyer, Secretary

This instrument was drafted by:

Jonathan Odell, Esq.
Dickstein, Shapiro & Morin, L.L.P.
2101 L Street, N.W.
Washington, D.C. 20037

PLAN OF MERGER
OF
STERLING, INC.
INTO
DELCORP INCORPORATED

WHEREAS, DelCorp Incorporated ("Parent"), a corporation organized and existing under the laws of the State of Delaware, owns all of the outstanding shares of stock of Sterling, Inc. ("Subsidiary"), a corporation organized and existing under the laws of the State of Wisconsin; and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent;

NOW, THEREFORE, the terms and conditions of the merger of Subsidiary into Parent (the "Merger") are as follows:

ARTICLE I

MERGER; EFFECTIVE TIME

At the Effective Time of the Merger (as hereinafter defined) the separate existence of Subsidiary shall cease and Subsidiary shall be merged into Parent pursuant to Section 253 of the Delaware General Corporation Law. The Effective Time of the Merger shall be 7:30AM CST on March 7, 1995.

ARTICLE II

NAME; CERTIFICATE OF INCORPORATION; BYLAWS;
DIRECTORS AND OFFICERS

The Merger shall not effect any change in the name, certificate of incorporation, bylaws, directors or officers of Parent.

ARTICLE III

SHARES OF PARENT AND SUBSIDIARY

1. Parent Shares. Each share of stock of Parent issued and outstanding or in the treasury of the Parent at the Effective Time of the Merger shall continue to be one such share of the Surviving Corporation.
2. Subsidiary Shares. Each share of stock of Subsidiary issued and outstanding or in the treasury of the Subsidiary shall be retired and canceled at the Effective Time of the Merger, and no shares of stock of the Parent shall be issued in exchange therefor.

ARTICLE IV

EFFECT OF MERGER

The effect of the Merger shall be provided in Section 259 of the Delaware General Corporation Law.

ARTICLE V

FEDERAL INCOME TAX EFFECT

This Plan of Merger is intended to constitute a plan of complete liquidation under Section 332 of the Internal Revenue Code of 1986, as amended.

ARTICLE VI

TERMINATION AND ABANDONMENT

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.