



07-26-1999

07-30-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #22

RECORDATION
TRADE



101104578

ATTY. DOCKET NO. 2376/1 & 2376/2

7-26-99

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

1. Name of conveying part(ies)
HPD, Inc

- Individual
 - General Partnership
 - Corporation - Minnesota
 - Other limited liability company
- Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Change of Name
- Merger

Effective Date June 30, 1995

2. Name and address of receiving party(ies)

Name: HPD International, Inc.
 Internal Address: Same as Street Address
 Street Address: 20895 Enterprises Avenue
 City/State/Zip: Brookfield, Wisconsin 53045

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Wisconsin
- 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 attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,051,150
1,928,655

Additional numbers attached? Yes No

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

Name: J. Scott Evans, Esq.
ADAMS LAW FIRM, P.A.
2180 Two First Union Center
301 S. Tryon St.
Charlotte, NC 28282

6. Total Number of applications and registrations involved: 2

7. Total Fee (37 C.F.R. 3.41) \$65.00
 Enclosed
 Authorized to be charged to deposit for deficiencies

8. Deposit Account No. 01-0265

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.

J. Scott Evans, Esq.
Name of Person Signing

Signature

7-23-99
Date

07/29/1999 NTHAI1 00000288 2051150 Total number of pages including cover sheet, attachments, and document: 24

01 FC:481 40.00 OP
02 FC:482 25.00 OP

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, Box Assignments, Washington, D.C. 20231 on: July 23, 1999. Date of Signature: July 23, 1999.

Signature: Clayton D. Little

DOM
180 181 185

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

HPD INTERNATIONAL, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is April 13, 1995.

I further certify that corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on June 9, 1999

RICHARD L. DEAN, Secretary
Department of Financial Institutions

BY: Robert Kow

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFI/CCS/Corp
Fm 38 (7/96)

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.



Richard L. Dean, Secretary
Department of Financial Institutions

DATE: JUN - 9 1999

BY: *[Handwritten initials]*

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

17

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ARTICLES OF INCORPORATION

OF

HFD, INC.

SEP 13 12:00PM

S. F

156245 DCOFF SC

30.00

These Articles of Incorporation are executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 180 of the Wisconsin Statutes:

SEP 13 12:00PM

S. F

ARTICLE I

157732 DCOFF-MI

100.00

The name of the corporation is HFD, Inc.

ARTICLE II

The period of existence of the corporation shall be perpetual.

ARTICLE III

The corporation is authorized to engage in any lawful activity for which corporations may be organized under Chapter 180 of the Wisconsin Statutes.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Nineteen Thousand (19,000) shares of stock consisting of one class only, designated as "voting common stock" having a par value of One Cent (\$.01) each.

ARTICLE V

The registered office of the corporation is located at 26795 Enterprise Avenue, in the City of Brockfield, Waukesha County, Wisconsin 53045 and the name of its registered agent at such address is Kurt Kellogg.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be as provided in the By-Laws of the corporation. The number of directors of the corporation may be changed from time to time by the By-Laws of the corporation, but in no case shall be less than one (1).

ARTICLE VII

The name and address of the incorporator is Patricia Leiker, 780 North Water Street, Milwaukee, Wisconsin 53202.

Executed this 10th day of April, 1995.


Patricia Leiker

This instrument was drafted by:

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

A:\62.jax

5190⁰⁰

**ARTICLES OF
INCORPORATION**

STATE OF WISCONSIN
FILED
APR 19 1996
DOUGLAS LA FOLLETTE
SECRETARY OF STATE

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

JUN 21 1995
 15:21:58 EXP: 15 15:21

The undersigned officer of HPD, Inc., a corporation organized under the laws of the State of Wisconsin, pursuant to Section ~~180.1105~~^{and 180.1107} 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 29th, 1995 in accordance with Section 180.1107 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 of Merger to be executed on this 29th day of June, 1995.

HPD, INC.

By: [Signature]
 Kurt Kellogg, President

This instrument was drafted by:

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

JUN 30 12:00PM
 15:17:17 DUDSP-WI

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.

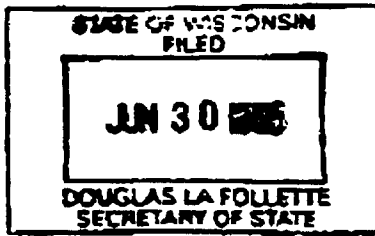
12. On the Effective Date, the Surviving Corporation shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises and Surviving Corporation shall be subject to all the restrictions, disabilities and duties of MINCO, and all property, real, personal and mixed, 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)

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

- Change Name of Survivor -



\$100.00 plus \$75.00 Exp. Fee

Jennifer A. Kochter, Legal Ass't.
 Godfrey + Kahn, S.C.
 780 North Water Street
 Milwaukee, WI 53207-3590

DC 7X-947

1351

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: HPD INTERNATIONAL, INC.

WI: HPD, INC.

State of Formation and Name of Surviving Entity:

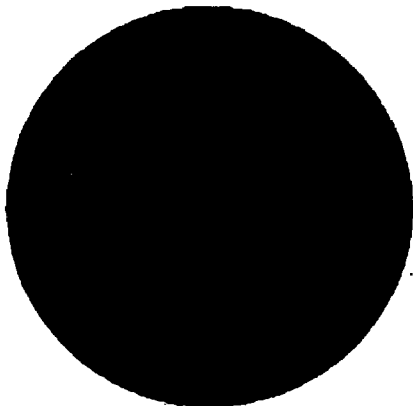
WI: HPD, INC.

Effective Date of Merger: JUNE 30, 1995 at 11: 59 p.m.

Name of Surviving Entity After Effective Date of Merger:

HPD INTERNATIONAL, INC.

This certificate has been issued on: JUNE 30, 1995



Joan Anderson Grove
Secretary of State.

7X-947

1352

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

The undersigned officer of HPD, Inc., a corporation organized under the laws of the State of Wisconsin, and HPD International, Inc., a corporation organized under the laws of the State of Minnesota, hereby certify as follows:

1. The Plan of Merger by and between HPD, Inc. and HPD International, Inc. 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, 1995 pursuant to Chapter 302A of the Minnesota Business Corporation Act.

3. HPD, Inc. may be served with process in Minnesota in a proceeding for the enforcement of an obligation of HPD International, Inc. and in a proceeding for the enforcement of the rights of a dissenting shareholder of HPD International, Inc. against HPD, Inc.

4. HPD, Inc. irrevocably appoints the Minnesota Secretary of State as its agent to accept service of process in any proceeding and designates the following address to which the Secretary of State of Minnesota is to mail any process served on him or her against the Corporation:

079731

20795 Enterprise Avenue
Brookfield, WI 53045

5. HPD, Inc. will promptly pay to the dissenting shareholders of HPD International, Inc. the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Business Corporation Act.

IN WITNESS WHEREOF, HPD, Inc. and HPD International, Inc. have caused these Articles of Merger to be executed on this 29th day of June, 1995.

HPD, INC.

By: [Signature]
Kurt Kellogg, President

HPD INTERNATIONAL, INC.

By: [Signature]
Kurt Kellogg, President

This instrument was drafted by:

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

C-MPD.jak

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 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.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 30 1995
John Anderson Howe
Secretary of State

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

The undersigned officer of HPD, Inc., a corporation organized under the laws of the State of Wisconsin, pursuant to Section 180.1105 ^{and 180.1107} 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, 1995 in accordance with Section 180.1103 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 of Merger to be executed on this 29th day of June, 1995.

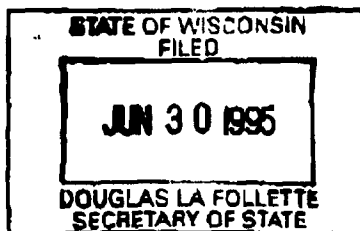
HPD, INC.

By: 

Kurt Kellogg, President

This instrument was drafted by:

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



C-RFD-jak

EXHIBIT A
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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.

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