

08-25-1999

Docket No.:

ASH 089 G



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To the Honorable Commissioner of Patents and Trademark

101125700

al documents or copy thereof

1. Name of conveying party(ies):

Flo Fil, Inc.
P.O. Box 60
Essexville, Michigan 48732

*Meo
8/23/99*

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

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

3. Nature of conveyance:

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

Execution Date: November 30, 1998

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

Name: ISG Resources, Inc.

Internal Address:

Street Address: 136 East South Temple, Suite 1300

City: Salt Lake City State: UT ZIP: 84111

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,911,817

Additional numbers attached? Yes No

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

Name: Mark E. Rose

Internal Address: BIEBEL & FRENCH

Street Address: 35 East First Street

City: Dayton State: OH ZIP: 45402

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

8. Deposit account number:

02-2262

DO NOT USE THIS SPACE

08/24/1999 NTHA11 00000309 022262 1911817

01 FC:481 40.00 CH

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.

Mark E. Rose Reg. No. 42,113

Name of Person Signing

Mark E. Rose

Signature

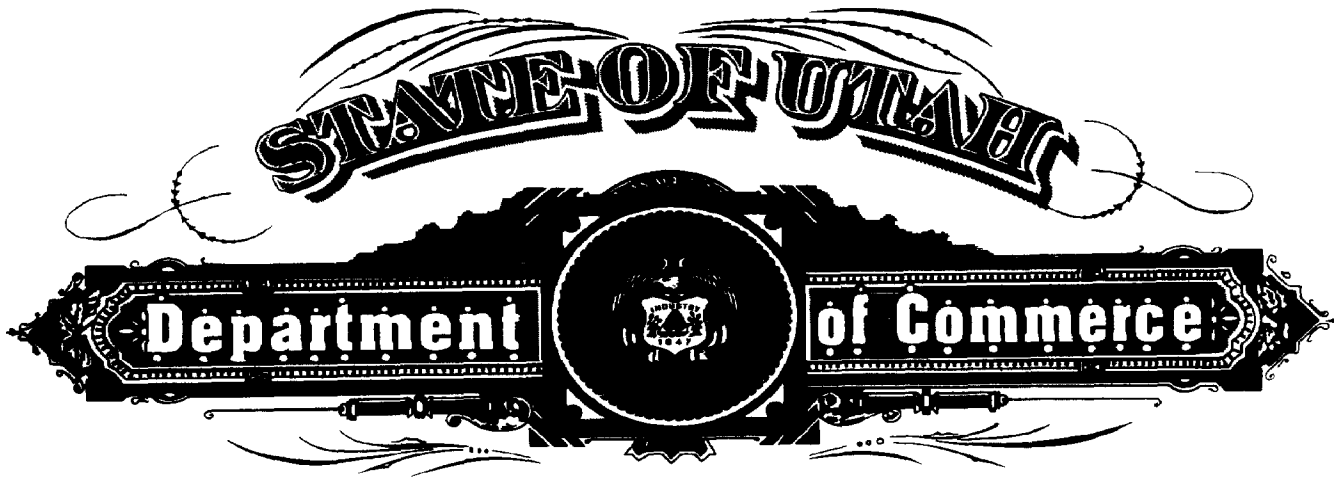
August 19, 1999

Date

Control No. T2548

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

12

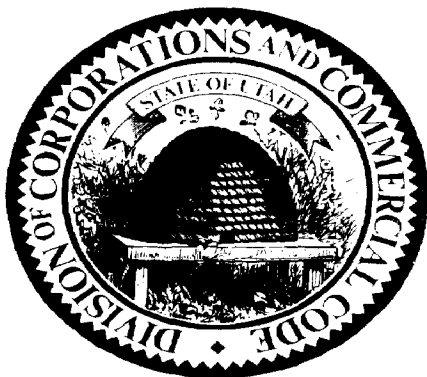


**CERTIFIED COPY
OF ARTICLES OF MERGER**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT THE ATTACHED is a true, correct, and complete copy of the Articles of Merger filed with this office on JANUARY 1, 1999 merging JTM INDUSTRIES, INC., a corporation of the state of TEXAS; KBK ENTERPRISES, INC., a corporation of the state of PENNSYLVANIA; POZZOLANIC RESOURCES, INC., a corporation of the state of WASHINGTON; ST. HELEN INVESTMENTS, INC., a corporation of the state of WASHINGTON; POZZOLANIC NORTHWEST, INC., a corporation of the state of WASHINGTON; POZZOLANIC NORTHWEST BULK CARRIERS, INC., a corporation of the state of WASHINGTON; POWER PLAN AGGREGATES OF IOWA, INC., a corporation of the state of IOWA; MIDWEST FLY ASH & MATERIALS, INC., a corporation of the state of IOWA; LIVESTOCK WASTE MANAGEMENT, INC. a corporation of the state of IOWA; MICHIGAN ASH SALES COMPANY, a corporation of the state of MICHIGAN; U.S. STABILIZATION, INC., a corporation of the state of MICHIGAN; FLO FIL CO., INC., a corporation of the state of MICHIGAN; FLY ASH PRODUCTS, INC., a corporation of the state of ARKANSAS, into ISG RESOURCES, INC., the surviving corporation which is of the state of UTAH,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO 212650*



Dated this 29TH day
of June, 19 99.


Lorena P. Riffo
Division Director of
Corporations and Commercial Code

TRADEMARK
REEL: 001947 FRAME: 0381

Co# 212650
 # 101690
 # 134137

12-23-98 12:17 RC

1999
 hereby U.S.

**ARTICLES OF MERGER
 OF
 ISG RESOURCES, INC.**

Date 12/31/98

BJS

Pursuant to the provisions of section 16-10a-1105 of the Utah Revised Business Corporation Act, ISG Resources, Inc., a Utah corporation (the "Corporation"), the surviving corporation in the merger, hereby adopts and files these Articles of Merger.

FIRST: A true and correct copy of the Plan of Merger (the "Plan") is attached hereto and made a part hereof. Pursuant to the Plan, each constituent corporation, will merge with and into the Corporation.

SECOND: The name and state of incorporation of each corporation which is a party to this merger, the designation and number of outstanding shares of each such corporation, and the number of shares voted for and against the Plan, are set forth in the following table:

Name of Corporation	State of Incorporation	Designation And Number of Outstanding Shares	Shares Voted For the Plan	Shares Voted Against the Plan
ISG Resources, Inc.	Utah	100 Common Shares	100	0
JTM Industries, Inc.	Texas	100 shares of Common Stock	100	0
KBK Enterprises, Inc.	Pennsylvania	450 shares of Common Stock	450	0
Pozzolanic Resources, Inc.	Washington	200 shares of Class A Common Stock	200	0
		2,900 shares of Special Dividend Class C Stock	2,900	0
		5,800 shares of Special Dividend Class D Stock	5,800	0

Name of Corporation	State of Incorporation	Designation And Number of Outstanding Shares	Shares Voted For the Plan	Shares Voted Against the Plan
St. Helens Investments, Inc.	Co # 101690 Washington	100 shares of Class A Voting Common Stock	100	0
		3,000 shares of Class B Non-Voting Common Stock	3,000	0
		775,000 shares of Special Dividend Class C Stock	775,000	0
Pozzolan North West, Inc.	Washington	200 shares of Voting Common Stock	200	0
		300 shares of Non-Voting Common Stock	300	0
		2,900 shares of Preferred Capital A Stock	2,900	0
		5,800 shares of Preferred Capital B Stock	5,800	0
Pozzolan North West Bulk Carriers, Inc.	Washington	500 shares of Voting Class A Common Stock	500	0
		60,000 shares of Class B Regular Dividend Stock	60,000	0

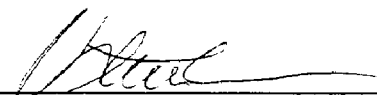
Name of Corporation	State of Incorporation	Designation And Number of Outstanding Shares	Shares Voted For the Plan	Shares Voted Against the Plan
Power Plant Aggregates of Iowa, Inc.	Iowa	230 shares of Common Stock	230	0
Midwest Fly Ash & Materials, Inc.	Iowa	100 shares of Common Stock	100	0
Livestock Waste Management, Inc.	Iowa	1 share of Common Stock	1	0
Michigan Ash Sales Company	Michigan	1,000 shares of Common Stock	1,000	0
U.S. Stabilization, Inc.	Michigan	1,000 shares of Common Stock	1,000	0
FLO FIL Co., Inc.	Michigan	1,000 shares of Common Stock	1,000	0
Fly Ash Products, Inc.	Arkansas	900 shares of Common Stock	900	0

THIRD: The shareholders of each of the constituent corporations in the merger unanimously approved the Plan. The designation and number of outstanding shares of each constituent corporation, and the number of shares voted for and against the plan by class, is set forth in the table in paragraph Second above.

FOURTH: The effective date of the merger shall be January 1, 1999.

30th IN WITNESS WHEREOF, the undersigned executed these Articles of Merger on this day of November, 1998.

ISG RESOURCES, INC.

By: 
 R Steve Creamer
 Chief Executive Officer

PLAN OF MERGER

This Plan of Merger dated November 30, 1998 (the "Plan") was duly adopted and approved by the board of directors and recommended to the shareholders of each of the constituent corporations identified in Article I below, pursuant to the corporate laws of each such constituent corporation's state of incorporation.

RECITALS

WHEREAS, the respective boards of directors of each of the constituent corporations identified in Article I below (the "Constituent Corporations") deem it advisable and in the best interest of each such corporation and its respective shareholders for each Constituent Corporation to be merged with and into ISG Resources, Inc., a Utah corporation ("ISG Resources"), in the manner contemplated herein.

WHEREAS, the respective boards of directors of each Constituent Corporation have adopted resolutions approving this Plan and have recommended that this Plan and the merger contemplated by this Plan be approved and adopted by the shareholders of the respective Constituent Corporations.

PLAN

NOW, THEREFORE, in consideration of the premises and the agreements contained herein, the Constituent Corporations agree as follows:

ARTICLE I

The name of each Constituent Corporation to the merger and its respective state of incorporation is set forth below:

Name of Constituent Corporation	State of Incorporation
ISG Resources, Inc.	Utah
JTM Industries, Inc.	Texas
KBK Enterprises, Inc.	Pennsylvania
Pozzolan Resources, Inc.	Washington
St. Helens Investments, Inc.	Washington
Pozzolan Northwest, Inc.	Washington
Pozzolan Northwest Bulk Carriers, Inc.	Washington
Power Plant Aggregates of Iowa, Inc.	Iowa
Midwest Fly Ash & Materials, Inc.	Iowa
Livestock Waste Management, Inc.	Iowa
Michigan Ash Sales Company	Michigan
U.S. Stabilization, Inc.	Michigan
FLO FIL Co., Inc.	Michigan
Fly Ash Products, Inc.	Arkansas

ARTICLE II

The designation and number of outstanding shares of each class and series of stock for each Constituent Corporation is set forth in the following table. Each class and series identified shall be entitled to vote on the Plan separately as a class.

Corporation	Designation of Shares	Number of Shares Outstanding
ISG Resources, Inc.	Common Stock	100
JTM Industries, Inc.	Common Stock	100
KBK Enterprises, Inc.	Common Stock	450
Pozzolan Resources, Inc.	Class A Common Stock	200
	Special Dividend Class C. Stock	2,900
	Special Dividend Class D Stock	5,800

Corporation	Designation of Shares	Number of Shares Outstanding
St. Helens Investments, Inc.	Class A Voting Common Stock Class B Nonvoting Common Stock Special Dividend Class C Stock	100 3,000 775,000
Pozzolanic Northwest, Inc.	Voting Common Stock Nonvoting Common Stock Preferred Capital A Stock Preferred Capital B Stock	200 300 2,900 5,800
Pozzolanic Northwest Bulk Carriers, Inc.	Class A Voting Common Stock Class B Regular Dividend Stock	500 60,000
Power Plant Aggregates of Iowa, Inc.	Common Stock	230
Midwest Fly Ash & Materials, Inc.	Common Stock	100
Livestock Waste Management, Inc.	Common Stock	1
Michigan Ash Sales Company	Common Stock	1,000
U.S. Stabilization, Inc.	Common Stock	1,000
FLO FIL Co., Inc.	Common Stock	1,000
Fly Ash Products, Inc.	Common Stock	900

ARTICLE III

The Constituent Corporations shall be merged into a single corporation by merging into and with ISG Resources, the surviving corporation, which shall survive the merger, pursuant to the provisions of the Utah Revised Business Corporation Act. Upon such merger the separate corporate existence of each Constituent Corporation other than ISG Resources shall cease and ISG Resources shall become the owner without transfer, of all rights and property of the Constituent Corporations, and ISG Resources shall become subject to all the debts and liabilities of the Constituent Corporations in the same manner as if it had incurred them.

ARTICLE IV

The name of the surviving corporation shall be "ISG Resources, Inc." On the effective date of the merger, which shall be January 1, 1999 (the "Effective Date"), the Articles of Incorporation of ISG Resources as in effect on the Effective Date shall become the Articles of Incorporation of the surviving corporation. On the Effective Date, the By-laws of ISG Resources, as in effect on the Effective Date, shall become the By-laws of the surviving corporation.

ARTICLE V

Each of the Constituent Corporations, including ISG Resources, is a direct or indirect wholly owned subsidiary of Industrial Services Group, Inc., a Delaware corporation ("Industrial Services"), and the merger is being consummated as a part of a reorganization plan for Industrial Services. Industrial Services has waived any right to receive shares of the surviving corporation in substitution or exchange for shares of each of the Constituent Corporations owned directly or indirectly by Industrial Services. Accordingly, the surviving corporation shall not issue its common stock in substitution or exchange for any shares of common stock of any Constituent Corporation. The shares of each Constituent Corporation, except for the shares of ISG Resources that were owned by Industrial Services prior to the merger, shall be cancelled on the Effective Date.

ARTICLE VI

This Plan shall be submitted to the shareholders of each of the Constituent Corporations for their approval in the manner provided by the applicable laws of the state of incorporation for

each such Constituent Corporation. After approval by the shareholders of each Constituent Corporation, Articles of Merger, together with a copy of this Plan, shall be filed as required by the applicable laws of the state of incorporation of each of the Constituent Corporations.

ARTICLE VII

The merger may be abandoned at any time (before or after this Plan shall have been approved by the shareholders of the Constituent Corporations) prior to the Effective Date by any Constituent Corporation in the manner determined by such corporation's board of directors.