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RECORDATIC TRADE

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To the Honorable Commissioner of Patents and Trade

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Documents or copy thereof.

1. Name of conveying party(ies):

Microtron Abrasives, Inc

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State North Carolina, Other

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

3. Nature of conveyance:

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

Execution Date: July 28, 1999

2. Name and address of receiving party(ies)

Name: Hallmark Holdings, Inc.

Internal Address:

Street Address: 809 Broad Street

City: Wrens State: GA ZIP: 30833

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule A

Additional numbers attached? Yes No

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

Name: Barth X. DeRosa, Esquire

Internal Address: Stevens, Davis, Miller & Mosher, LLP

Street Address: 1615 L Street, N.W. Suite 850

City: Washington State: DC ZIP:

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

19-4375

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

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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.

Barth X. DeRosa, Esq. Name of Person Signing

Signature

November 1, 1999 Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

- (1) MICROTRON ABRASIVES
Reg. No. 1,830,672
Dated: April 12, 1994
Our Ref.: 4658/00102-1
- (2) HEF-T-CLEAN
Reg. No. 1,771,514
Dated: May 18, 1993
Our Ref.: 4658/00103-1
- (3) ULTRA POLYLINE
Reg. No. 1,773,022
Dated: May 25, 1993
Our Ref.: 4658/00104-1
- (4) ULTRA VALULINE
Reg. No. 1,773,021
Dated: May 25, 1993
Our Ref.: 4658/00105-1
- (5) JIF-Y-CLEAN
Reg. No. 1,774,260
Dated: June 1, 1993
Our Ref.: 4658/00106-1
- (6) MICROTRON ABRASIVES, INC.
Reg. No. 1,863,438
Dated: November 22, 1994
Our Ref.: 4658/00117-1
- (7) P/E PLUS
Reg. No. 1,916,512
Dated: September 5, 1995
Our Ref.: 4658/00124-1
- (8) M PLUS & DESIGN
Reg. No. 1,923,706
Dated: October 3, 1995
Our Ref.: 4658/00125-1

Office of the Secretary of State

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:

"GLIT, INC.", A GEORGIA CORPORATION,

"MICROTRON ABRASIVES, INC.", A NORTH CAROLINA CORPORATION,

WITH AND INTO "HALLMARK HOLDINGS, INC." UNDER THE NAME OF "HALLMARK HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JULY, A.D. 1999, AT 4 O'CLOCK P.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

0046639

DATE:

10-20-99

TRADEMARK

REEL: 001984 FRAME: 0547

CERTIFICATE OF OWNERSHIP AND MERGER**OF****GLIT, INC., A GEORGIA CORPORATION****AND****MICROTRON ABRASIVES, INC., A NORTH CAROLINA CORPORATION****INTO****HALLMARK HOLDINGS, INC.**

It is hereby certified that:

1. Hallmark Holdings, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of capital stock of Glit, Inc., a Georgia corporation ("Glit"), and Microtron Abrasives, Inc., a North Carolina corporation ("Microtron").

3. The laws of the jurisdiction of organization of Glit and Microtron permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges Glit and Microtron with and into the Corporation.

5. The following is a copy of the resolutions adopted on July 23, 1999 by the Board of Directors of the Corporation to merge the said Glit and Microtron into the Corporation:

RESOLVED, that the board of directors of the Corporation deems it advisable and in the best interest of the Corporation to have Glit, Inc., a Georgia corporation ("Glit"), and Microtron Abrasives, Inc., a North Carolina corporation ("Microtron"), both wholly owned subsidiaries of the Corporation, to merge with and into the Corporation.

FURTHER RESOLVED, that the board of directors of the Corporation hereby approve and adopt the Plan of Merger which is attached hereto as Exhibit A.

FURTHER RESOLVED, that the issued shares of capital stock of Glit and Microtron shall not be converted in any manner, but

TRADEMARK**REEL: 001984 FRAME: 0548**

each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

FURTHER RESOLVED, that Glit and Microtron be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Glit and Microtron be vested in, held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Glit and Microtron in their respective names.

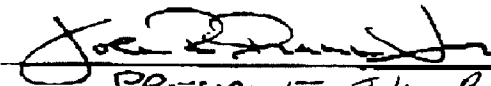
FURTHER RESOLVED, that this Corporation shall assume all of the obligations of Glit and Microtron.

FURTHER RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, the State of Georgia, the State of North Carolina, and the laws of any other appropriate jurisdiction, and will cause to be performed all necessary acts within the jurisdiction of organization of Glit, Microtron and the Corporation and in any other appropriate jurisdiction.

FURTHER RESOLVED, that this consent may be executed in any number of counterparts.

Executed on July 23, 1999.

HALLMARK HOLDINGS, INC.

By: 
Its: PRESIDENT, John B. Plann, Jr.