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11-03-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #61

101200142

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

1. Name of conveying party(ies): RJA LIFE SAFETY, INC. **11/3/99**

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

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

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

Name: RJA/LORRON, INC.
 Internal Address: _____
 Street Address: 549 W. RANDOLPH ST.
 City: CHICAGO State: IL ZIP: 60661

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 29, 1999

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,611,668

Additional numbers attached? Yes No

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

Name: Melissa Masiello, Esq.
 Internal Address: Bell, Boyd & Lloyd

 Street Address: P.O. Box 1135

 City: Chicago State: Illinois ZIP: 60690

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00 E
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

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.

Melissa Masiello, Esq. *Melissa Masiello* 11-3-99
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:
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The Commonwealth of Massachusetts

Examiner

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

*Consolidation / *merger of

RJA Life Safety, Inc., an Illinois

corporation, and Lorrion Corporation,

a Massachusetts corporation

the constituent corporations, into

RJA/Lorrion, Inc.

~~known corporation~~ / *one of the constituent corporations organized under the laws of: Illinois

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None.

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

C ■
P ■
M ■
R.A. ■

**Delete the inapplicable words.*

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Martin Reiss	414 Beacon St., Boston, MA 02115	c/o RJA Group 1661 Worcester Rd., St. 501 Framingham, MA 01701-5401
Treasurer:	" "	" "	" "
Clerk:	" "	" "	" "
Directors:	" "	" "	" "

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of: December

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

CT Corporation System, 20 Oliver St., Boston, MA 02109

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting~~ surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~ surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned ~~*President~~ ~~XX Vice President~~ and ~~*Clerk~~ ~~XX Assistant Clerk~~ of Lorron Corporation, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~consolidation~~ ~~*merger~~ has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

[Signature], ~~*President~~ ~~XX Vice President~~

[Signature], ~~*Clerk~~ ~~XX Assistant Clerk~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Martin Reiss and †† Ralph Transue,

of RJA Life Safety, Inc. (to be named RJA/Lorron, Inc.), a corporation organized under the laws of Illinois effective as of the Merger)

, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly adopted by such corporation in the manner required by the laws of Illinois.

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Martin H. Reiss
†† Ralph Transue

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

(Rev. Jan. 1999)

File #

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us



**This space for use by
Secretary of State**

Date

Filing Fee \$

Approved:

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

1. Names of the corporations proposing to ^{merge} consolidate, exchange shares, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
RJA Life Safety, Inc.	Illinois	
Lorron Corporation	Massachusetts	

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving} new corporation: RJA/Lorron, Inc.
acquiring

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger} consolidation is as follows: See attached
exchange

5. Plan of ^{merger} consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the ~~exchange~~ state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RJA Life Safety, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.

(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated June 29, 1999
(Month & Day) (Year)

attested by *Ralph Transue*
(Signature of Secretary or Assistant Secretary)

Ralph Transue, Secretary
(Type or Print Name and Title)

RJA Life Safety, Inc.
(Exact Name of Corporation)

by *Martin Reiss*
(Signature of President or Vice President)

Martin Reiss, President
(Type or Print Name and Title)

Dated June 29, 1999
(Month & Day) (Year)

attested by *Nathaniel K. Brown*
(Signature of Secretary or Assistant Secretary)

Nathaniel K. Brown
~~Lorraine G. Massa, Clerk~~
(Type or Print Name and Title)

Lorrion Corporation
(Exact Name of Corporation)

by *Ronald J. Massa*
(Signature of President or Vice President)

Ronald J. Massa
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)