

11-19-1999



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MED  
11-15-99

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

New

Resubmission (Non-Recordation)  
Document ID #

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

**Conveyance Type**

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Effective Date  
Month Day Year  
 07 29 97

Change of Name

Other

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
 07 29 97

Name  Medo Manufacturing Corp.

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization  Maryland

**Receiving Party**

Mark if additional names of receiving parties attached

Name  Medo Industries, Inc.

DBA/AKA/TA

Composed of

Address (line 1)  660 White Plains Road

Address (line 2)

Address (line 3)

Tarrytown

New York

10591-5123

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership  Association

Corporation  Association

Other

Citizenship/State of Incorporation/Organization  New York

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

11/18/1999 BNGUYEN 00000213 74430801

FOR OFFICE USE ONLY

01 FC:481

40.00 (P)

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**TRADEMARK**

REEL: 001990 FRAME: 0640

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

**Deposit Account**

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Margaret A. Kirick  
Name of Person Signing

Margaret A. Kirick  
Signature

Nov. 12, 1999  
Date Signed

ms

ARTICLES OF MERGER

MERGING

MEDO MANUFACTURING CORP.  
(a Corporation of the State of Maryland)

INTO

MEDO INDUSTRIES, INC.  
(a Corporation of the State of New York)

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

2.31.97 at 3:40 p.m.

RECEIVED  
JUL 31 1977

FIRST: MEDO INDUSTRIES, INC., a corporation organized and existing under the laws of the State of New York, and MEDO MANUFACTURING CORP., a corporation organized and existing under the laws of the State of Maryland, agree that said MEDO MANUFACTURING CORP. shall be merged into said MEDO INDUSTRIES, INC. The terms and conditions of the merger and the mode for carrying the same into effect are as herein set forth in these articles of merger.

SECOND: MEDO INDUSTRIES, INC., a corporation organized and existing under the laws of the State of New York, shall survive the merger and shall continue under the name MEDO INDUSTRIES, INC. After merger, MEDO INDUSTRIES, INC. will remain a New York corporation.

THIRD: The parties to the articles of merger are MEDO INDUSTRIES, INC., a corporation organized on the 20th day of September, 1972, under the Business Corporation Law of the State of New York, and MEDO MANUFACTURING CORP., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: The following amendments to the charter of the surviving corporation are to be effected as part of the merger: None

FIFTH: The total number of shares of stock of all classes which said MEDO INDUSTRIES, INC. has authority to issue is two hundred (200) shares, divided into two classes as follows: one hundred eighty (180) shares of no par value common stock (Class A), and twenty (20) shares of no par value common stock (Class B).

The total number of shares of stock of all classes which said MEDO MANUFACTURING CORP. has authority to issue is two hundred (200) shares, divided into two classes as follows: one hundred eighty (180) shares of no par value common stock (Class A), and twenty (20) shares of no par value common stock (Class B).

SIXTH: The manner and basis of converting or exchanging issued stock of the merged corporation into different stock or other consideration and the manner of dealing with any issued

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

I hereby certify that this is a true and complete copy of the document on file in the office.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

*Leah Anna Gray*, Custodian

This stamp replaces our previous certification system. Effective: 6/95

stock of the merged corporation not to be so converted or exchanged shall be as follows: Each share of common stock of MEDO MANUFACTURING CORP. which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be changed and converted into zero (0) shares of common stock of MEDO INDUSTRIES, INC.

SEVENTH: The principal office of said MEDO MANUFACTURING CORP., organized under the laws of the State of Maryland, is located in the City of Baltimore, State of Maryland. Said MEDO MANUFACTURING CORP. does not own real property in the City of Baltimore, State of Maryland, and no title to property could be affected by the recording of any instrument among the Land Records.

RA ✓  
EIGHTH: The location of the principal office of the surviving corporation in the State of New York, the state of its incorporation, is 660 White Plains Road, Tarrytown, New York 10591, and the name and post office address of a resident agent of said surviving corporation in Maryland is Stuart Walman 801 S. Wind Court Ruxton, MD 21213

NINTH: The terms and conditions of the merger transaction as set forth in these Articles of Merger were advised, authorized and approved by MEDO MANUFACTURING CORP., in the manner and by the vote required by its charter and the laws of Maryland. The manner in which the merger was approved is as follows: The merger was (a) duly advised by the board of directors of said MEDO MANUFACTURING CORP., by the adoption on July 29, 1997, of a unanimous written consent of directors in lieu of meeting declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these articles of merger, and directing that the proposed merger be submitted for action thereon by the sole shareholder of said corporation, and (b) duly approved by the stockholders of said corporation in the manner and by the vote required by law by written consent of the sole shareholder on July 29, 1997, by the affirmative vote of the holders of MEDO MANUFACTURING CORP. of each class of stock entitled to vote separately thereon.

TENTH: The terms and conditions of the transaction as set forth in these articles were duly advised and authorized and approved by said MEDO INDUSTRIES, INC. in the manner and by the vote required by the laws of the State of New York and by the charter of the said corporation. The manner in which the merger was approved is as follows: The merger was (a) duly advised by the board of directors of said MEDO INDUSTRIES, INC., by the adoption on July 29, 1997, of a unanimous written consent of directors in lieu of meeting declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these articles of merger, and directing that the proposed merger be submitted for action thereon by the sole shareholder of said corporation, and (b) duly approved by the stockholders of said corporation in the manner and by the vote required by law by written consent of the sole shareholder on July 29, 1997, by the affirmative vote of the holders of MEDO INDUSTRIES, INC. of each class of stock entitled to vote separately thereon.

, ELEVENTH: The following other provisions are deemed by the merging corporations necessary to effect the merger: The Certificate of Incorporation of MEDO INDUSTRIES, INC., which is the surviving corporation, as in effect on the date of the merger provided for in these

articles of merger, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.


The terms and conditions of the merger are as follows: (a) The bylaws of MEDO INDUSTRIES, INC., which is the surviving corporation, as they shall exist on the effective date of this merger shall be and remain the bylaws of MEDO INDUSTRIES, INC. until the same shall be altered, amended or repealed as therein provided; (b) The directors and officers of the surviving corporation shall continue in office until either the next annual meeting of stockholders and until their successors shall have been elected and qualified, or in accordance with the bylaws of MEDO INDUSTRIES, INC.; (c) This merger shall become effective as of the close of business on June 30, 1997. The proper officers of the companies shall perform all acts and things whatsoever which may be in anywise necessary or proper to effect this merger, with all due effort, diligence and speed; (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of MEDO MANUFACTURING CORP. shall be transferred to, vested in and devolve upon MEDO INDUSTRIES, INC. without further act or deed and all property, rights, and every other interest of MEDO INDUSTRIES, INC. and MEDO MANUFACTURING CORP. shall be as effectively the property of MEDO INDUSTRIES, INC. as they were of MEDO INDUSTRIES, INC. and MEDO MANUFACTURING CORP. respectively. MEDO MANUFACTURING CORP. hereby agrees from time to time, as and when requested by MEDO INDUSTRIES, INC. or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as MEDO INDUSTRIES, INC. may deem necessary or desirable in order to vest in and confirm to MEDO INDUSTRIES, INC. title to and possession of any property of MEDO MANUFACTURING CORP. acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of MEDO MANUFACTURING CORP. and the proper officers and directors of MEDO INDUSTRIES, INC. are fully authorized in the name of MEDO MANUFACTURING CORP. or otherwise to take any and all such action.

TWELFTH: Anything herein or elsewhere to the contrary notwithstanding, these articles of merger may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing the merger with the Secretary of State. These articles of merger may be amended by the Boards of Directors of the constituent corporations at any time prior to the date of filing these articles of merger with the Secretary of State, provided that an amendment made subsequent to the adoption of these articles of merger by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of these articles of merger if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, MEDO INDUSTRIES, INC. and MEDO MANUFACTURING CORP., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective vice presidents and attested by their respective assistant secretaries, as of the 29th day of July, 1997.

MEDO INDUSTRIES, INC.

Attest:

  
Richard Winkler, Assistant Secretary

By:

  
Conrad A. Conrad, Vice President

MEDO MANUFACTURING CORP.

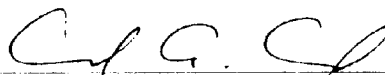
Attest:

  
Richard Winkler, Assistant Secretary

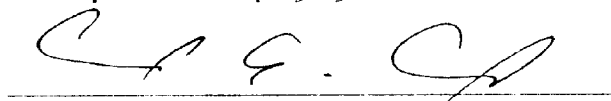
By:

  
Conrad A. Conrad, Vice President

THE UNDERSIGNED, Vice President of MEDO INDUSTRIES, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Conrad A. Conrad

THE UNDERSIGNED, Vice President of MEDO MANUFACTURING CORP., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Conrad A. Conrad

AFFIDAVIT FOR FOREIGN MERGERS

I, Conrad A. Conrad, Vice President of MEDO INDUSTRIES, INC., am a representative of the successor corporation in the merger of MEDO MANUFACTURING CORP., a Maryland corporation, into MEDO INDUSTRIES, INC., a New York corporation.

I hereby certify under the penalties of perjury that the corporation merging out of existence does not own an interest in land in Maryland.



\_\_\_\_\_  
Conrad A. Conrad

ate of Maryland  
**DEPARTMENT OF**  
**ASSESSMENTS AND TAXATION**



PARRIS N. GLENDENING  
*Governor*  
 RONALD W. WINEHOLT  
*Director*  
 PAUL B. ANDERSON  
*Administrator*

Charter Division

DOCUMENT CODE 11 BUSINESS CODE \_\_\_\_\_ COUNTY 74  
 \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Emerging  
 (Transferor) Medo Manu-  
facturing Corp.  
(MD) A2/60927

Surviving  
 (Transferee) Medo Industries,  
Inc  
(NY)

CODE	AMOUNT	FEE REMITTED
0	<u>50</u>	Expedited Fee
1	_____	Rec. Fee (Arts. of Inc.)
2	_____	Organ. & Capitalization
3	<u>20</u>	Rec. Fee (Amendment)
4	_____	Rec. Fee (Merger, Consol.)
5	_____	Rec. Fee (Transfer)
6	_____	Rec. Fee (Revival)
7	_____	Rec. Fee (Dissolution)
8	_____	Special Fee
9	_____	Certificate of Conveyance
10	_____	Recordation Tax
11	_____	State Transfer Tax
12	_____	Local Transfer Tax
13	_____	Change of P.O., R.A. or R.A.A.
14	_____	Corp. Good Standing

(New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Change of Business Code
- \_\_\_\_\_ Adoption of Assumed Name

**Returns**

_____	Foreign Qualification
_____	Foreign Registration
_____	Foreign Name Registration
_____	Foreign Resolution
_____	For. Supplemental Cert.
_____	Penalty
_____	Cert. of Qual. or Reg.
_____	Cert. Limited Partnership
_____	Amendment to Limited Partnership
_____	Termination of Limited Partnership
_____	For. Limited Partnership
_____	Amend/Cancellation, For. Limited Part.
_____	<b>Limited Part. Good Standing</b>
_____	Cert. Limited Liability Partnership
_____	LLP Amendment - Domestic
_____	Foreign Limited Liability Partnership
_____	LLP Amendment - Foreign
_____	Art. of Organization (LLC)
_____	LLC Amend, Diss, Continuation
_____	LLC Cancellation.
_____	Registration Foreign LLC
_____	Foreign LLC Supplemental
_____	<b>LLC Good Standing (short)</b>
<u>11</u>	<u>1</u> Certified Copy <u>SP</u>
_____	Other _____

Other Change(s) \_\_\_\_\_

CODE 007

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

NOTE: \_\_\_\_\_

TOTAL FEES 81 \_\_\_\_\_ Credit Card  
 \_\_\_\_\_  Check \_\_\_\_\_ Cash

1 Documents on 3 checks

PROVED BY: [Signature]

TELEPHONE (410) 767-1350  
 Room 809 - 301 West Preston Street - Baltimore, Maryland 21201  
 MRS (Maryland Relay Service) 1-800-735-2258 TT/Voice  
 FAX (410) 333-7097  
 web site: <http://www.dat.state.md.us>

**TRADEMARK**  
**REEL: 001990 FRAME: 0647**



# STATE OF MARYLAND

554701

## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

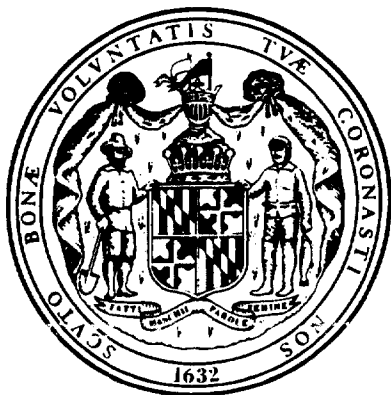
301 West Preston Street Baltimore, Maryland 21201

DATE: AUGUST 05, 1997

THIS IS TO ADVISE YOU THAT THE ARTICLES OF MERGER FOR  
MEDO INDUSTRIES, INC. (NY)--SURVIVOR AND MEDO MANUFACTURING CORP.  
(MD)--MERGING OUT  
WERE RECEIVED AND APPROVED FOR RECORD ON JULY 31, 1997 AT 3:42 PM.

FEE PAID:

81.00



AT5-031

WILLIAM B MARKER  
CHARTER SPECIALIST

RECORDED: 11/15/1999

TRADEMARK 032  
REEL: 001990 FRAME: 0648