

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Commissioner of Patents and Trademarks: Please record the attached copies of an original document.

1. Name of conveying party(ies):  
Park Lane Associates, Inc.

*MRD  
12-3-99*

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

Additional name(s) attached?  Yes  No

2. Name and address of receiving party(ies):  
PLA Acq. Inc.  
500 Central Ave.  
Northfield, IL

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

If the assignee is not domiciled in the United States, a domestic representative designation is attached.  Yes  No

Additional names/addresses attached?  Yes  No

3. Nature of conveyance:  
 Assignment  
 Merger  
 Security Agreement  
 Change of Name  
 Other:

Execution Date: 12/31/88

12-17-1999



101225928

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

A. Trademark Application No.(s):

B. Trademark No.(s):  
1,124,283

Additional numbers attached?  Yes  No

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

Donna M. Weinstein, Esq.  
Fish & Richardson P.C.  
225 Franklin Street  
Boston, MA 02110-2804

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40

- Enclosed
- Authorized to charge deposit account

8. Deposit account number: 06-1050  
If the fee above is being charged to deposit account, a duplicate copy of this cover sheet is attached. Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.

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 the attached is a true copy of the original document.

Donna M. Weinstein  
Name of Person Signing

*Donna M. Weinstein*  
Signature

*12/17/99*  
Date

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

12/16/1999 BHUYEN 00000317 1124283

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40.00 DP

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ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO

PLA Acq. Inc. and Section 7-1.1-46.1

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
PLA Acq. Inc.	Delaware
Park Lane Associates, Inc.	Rhode Island

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is PLA Acq. Inc.

and it is to be governed by the laws of the State of Delaware

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

See Exhibit A attached hereto and made a part hereof.

PLAN AND AGREEMENT OF MERGER  
OF PLA ACQ. INC. AND  
PARK LANE ASSOCIATES, INC.

AGREEMENT OF MERGER adopted by the Board of Directors of PLA  
Acq. Inc. on , 1986.

1. PLA Acq. Inc. (the "Parent Corporation"), which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of Park Lane Associates, Inc. (the "Subsidiary Corporation"), which is a business corporation of the State of Rhode Island, hereby merges the Subsidiary Corporation into the Parent Corporation pursuant to the provisions of the Delaware Corporation Law of the State of Delaware and the Business Corporation Law of the State of Illinois. The name under which the Parent Corporation was formed is PLA Acq. Inc.

2. The number of outstanding shares of the Subsidiary Corporation is 27,470 shares of common stock, \$1.00 par value per share, all of which are owned by the Parent Corporation.

3. The separate existence of the Subsidiary Corporation shall cease upon the effective date of the merger pursuant to the provisions of the Delaware Corporation Law of the State of Delaware and the General Laws of the State of Rhode Island; and the Parent Corporation shall continue its existence as the surviving corporation pursuant to the provisions of said Delaware Corporation Law of the State of Delaware.

4. The issued shares of the Subsidiary Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

5. The Parent Corporation has acquired all of the assets of the Subsidiary Corporation and assumes all of the liabilities and obligations of the Subsidiary Corporation as of the effective date of the merger.

6. The Board of Directors of Park Lane Associates, Inc. shall cease to exist as of the filing of the Certificate of Ownership and Merger.

7. As of the filing of the Certificate of Ownership and Merger, the Certificate of Incorporation and By-laws of the Parent Corporation shall be the Certificate of Incorporation and By-laws, respectively, of the surviving corporation and the Certificate of Incorporation shall be amended as follows:

"FIRST: The name of the corporation is Park Lane Associates, Inc."

8. The Board of Directors and the proper officers of the subsidiary Corporation and the Parent Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

9. The Board of Directors of the constituent corporations may amend the Agreement of Merger at any time prior to filing of the Certificate of Ownership and Merger with the Secretary of State.

10. The effective date of the merger herein provided for shall be , 1986.

PLA Acq. Inc.

By:

Harris N. Kruger  
President

Attest:

Kenneth L. Kwiatk,  
Secretary



SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated....., 19.....

PLA AGG, Inc.  
By *[Signature]*  
Its *[Signature]* President  
and *[Signature]*  
Kenneth L. Kruger  
Its Secretary

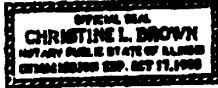
By \_\_\_\_\_  
Its \_\_\_\_\_ President  
and \_\_\_\_\_  
Its \_\_\_\_\_ Secretary

STATE OF Illinois }  
COUNTY OF Cook } Sc.

At Northfield in said County on the \_\_\_\_\_ day  
of \_\_\_\_\_ 19\_\_\_\_, before me personally appeared  
Harris W. Kruger, who being by me first duly sworn, declared that he  
is the President of PLA AGG, INC.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

*Christine L. Brown*  
Notary Public  
Christine L. Brown

(NOTARIAL SEAL)



STATE OF \_\_\_\_\_ }  
COUNTY OF \_\_\_\_\_ } Sc.

At \_\_\_\_\_ in said County on the \_\_\_\_\_ day  
of \_\_\_\_\_ 19\_\_\_\_, before me personally appeared \_\_\_\_\_  
, who being by me first duly sworn, declared that he  
is the \_\_\_\_\_ of \_\_\_\_\_  
that he signed the foregoing document as such \_\_\_\_\_ of the  
corporation, and that the statements therein contained are true.

Notary Public

(NOTARIAL SEAL)

RECORDED: 12/03/1999  
NOV 30 1999 11:14 P.08

Fax: 401-222-1309

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