

02/18/00



101270283

To the Honorable Commissioner of Patents:

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
APV Baker, Inc.

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

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

2. Name and address of receiving party(ies)

Name APV North America, Inc., APV Baker Division
Internal Address: _____
Street Address: 1200 W. Ash St.

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Certificate of Merger; Amended Application for
Certificate of Authority (evidencing name change 18)
Execution Date 12/27/96; 06/20/97

City: Goldsboro State: North Carolina Zip: 27533

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
(Designation must be separate from assignment)
Additional name(s) & addresses attached? Yes No

4. Application number(s) or trademark registration no(s):

A. Trademark Application No.(s) _____
B. Trademark Registration No. 1,847,317

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 1

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

Name: William W. DeWitt
Address: Price, Heneveld, Cooper,
DeWitt & Litton
Street Address Post Office Box 2567
City: Grand Rapids State: MI ZIP: 49501

7. Total fee (37 C.F.R. § 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number: 16 2463
(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.

William W. DeWitt
Name of Person Signing

Signature

1-12-00
Date

02/17/2000 TTON11 00000086 1847317

01 FC:481

(40.00 DP) 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

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received JUN 12 1997		(FOR BUREAU USE ONLY)
		FILED
		JUN 20 1997

Name APV Consolidated - Attn: Rob Bober		
Address 9525 W. Bryn Mawr Ave.		
City Rosemont	State IL	Zip Code 60018

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

**AMENDED APPLICATION FOR CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN MICHIGAN**
For use by Foreign Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Amended Application:

- The name of the corporation is: APV CREPACO, INC.
- If the name in Item 1 was not available for use in Michigan, the assumed name adopted when obtaining the Certificate of Authority is:

- The identification number assigned by the Bureau is:

6	0	7	-	7	6	0
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- It is incorporated under the laws of DELAWARE
- The corporation was authorized to transact business in Michigan on the 30 day of March, 19 73
- The period of its duration (corporate term) is PERPETUAL

- The total authorized shares of the corporation on record with the Corporation, Securities and Land Development Bureau are 1,000,000 as of 04/29/97
- The shares attributable to Michigan as currently on the records of the Corporation, Securities and Land Development Bureau are: 24,000
- If the total authorized stock has changed, the total authorized shares of the corporation are _____ The effective date of the stock change was the _____ day of _____, 19____.
- For year ending _____ the apportionment percentage from the most recently filed Single Business Tax return is: _____%.

TL

8. If the name of the corporation has changed, its new name is:

APV North America, Inc. ✓

The effective date of the name change was the 7th day of January, 19 97 and the name change was made in compliance with the laws of the jurisdiction of its incorporation.

9. Complete this item only if the new name in Item 8 is not available for use in Michigan. The assumed name of the corporation to be used in all its dealings with the Bureau and in the transaction of its business in Michigan is:

10. If the assumed name in Item 2 has changed, the new name is:

11. The address of its registered office in Michigan is:

30600 Telegraph Road; Bingham Farms, Michigan 48025
(Street Address) (City) (ZIP Code)

The mailing address of the registered office in Michigan, if different than above, is:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

The name of the resident agent at the registered office is: The Corporation Company

The resident agent is an agent of the corporation upon whom process against the corporation may be served.

12. The address of the main business or headquarters office of the corporation is:

9525 W. Bryn Mawr Ave., Rosemont, IL 60018
(Street Address) (City) (State) (ZIP Code)

The mailing address if different than above is:


(Street Address) (City) (State) (ZIP Code)

13. If the business the foreign corporation proposes to do in this State is to be enlarged, limited, or otherwise changed, the **specific** business which the corporation is to transact in Michigan is as follows:

Manufacturing and Sales

The corporation is authorized to transact such business or conduct such affairs in the jurisdiction of its incorporation.

Signed this 6th day of June, 19 97

By 
(Signature)

A. Paul Lewis
(Type or Print Name)

Secretary, Treasurer, VP
(Type or Print Title)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received		(FOR BUREAU USE ONLY)
DEC 26 1996		FILED

PH. 517-663-2525 Ref # 100911
 Attn: Cheryl J. Bixby
MICHIGAN RUNNER SERVICE
 P.O. Box 266
 Eaton Rapids, MI. 48827-0266

DEC 27 1996

Administrator
 MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
 CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Document will be returned to the name and address you enter above.

EFFECTIVE DATE: *January 1, 1997*

CERTIFICATE OF MERGER / CONSOLIDATION

For use by Domestic or Foreign Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), and/or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Certificate:

1. The Plan of Merger (~~Consolidation~~) is as follows:
 a. The name of each constituent corporation and its identification number is:

APV Baker, Inc. 0 0 4 - 2 8 0
APV Crepaco, Inc. 6 0 7 - 7 6 0

- b. The name of the surviving (new) corporation and its identification number is:

APV Crepaco, Inc. 6 0 7 - 7 6 0

- c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
<u>APV Baker, Inc.</u>	<u>1,000</u>	<u>Common</u>	<u>none</u>
<u>APV Crepaco, Inc.</u>	<u>1,000</u>	<u>Common</u>	<u>none</u>

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

6250 (MICH. an 1889 - 5/15/95) 40227

d. For each constituent nonstock corporation

(i) If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

N/A

(ii) If it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

N/A

e. The terms and conditions of the proposed merger (consolidation), including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving (consolidated) corporation, or into cash or other consideration, are as follows:

APV Baker, Inc. ("Baker") shall be merged with and into APV Crepaco, Inc. ("Crepaco"). The officers and directors and bylaws of Crepaco shall continue with respect to the Surviving Corporation. The Certificate of Incorporation of Crepaco shall be the Certificate of Incorporation of the Surviving Corporation. All outstanding shares of Baker shall be cancelled, and all outstanding shares of Crepaco shall be converted into shares of the Surviving Corporation. Both Crepaco and Baker are wholly-owned subsidiaries of the same corporation.

f. If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

N/A

g. Other provisions with respect to the merger (consolidation) are as follows:

"the plan of merger shall be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation."

2. (Complete for any foreign corporation only)

This merger (~~consolidation~~) is permitted by the laws of the state of Delaware

the jurisdiction under which APV Crepaco, INC. (name of foreign corporation)

is organized and the plan of merger (~~consolidation~~) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office).

The merger (consolidation) shall be effective on the 1st day of January

19 97.

4. (Complete applicable section for each constituent corporation)

a. (For domestic profit corporations only)

The plan of merger was approved by the unanimous consent of the incorporators of

_____, which has not commenced business, has not issued any shares, and has not elected a Board of Directors. (Incorporators must sign on this page of the Certificate.)

b. (For profit corporations involved in a merger only)

The plan of merger was approved by the Board of Directors of _____

_____, the surviving corporation without the approval of the shareholders of that corporation in accordance with Section 701 of the Act.

c. (For profit corporations only)

The plan of merger was adopted by the Board of Directors of the following constituent corporations:

- APV Baker, Inc.
- APV Crepaco, INC.

and was approved by the shareholders of those corporations in accordance with Section 703a.

d. (For nonprofit corporations only)

The plan of merger or consolidation was adopted by the Board of Directors

(i) (Complete if organized upon a stock or membership basis)

of _____ and was approved by the shareholders or members of that corporation in accordance with Sections 701 and 703(1) and (2), or pursuant to Section 407 by written consent and written notice, if required.

(ii) (Complete if organized upon a directorship basis)

of _____ in accordance with Section 703(3).

Sign this area for item 4(a).

Signed this _____ day of _____, 19____

Sign this area for items 4(b), 4(c), or 4(d).

Signed this 20th day of December, 1996

APV BAKER INC.

(Name of Corporation)

By Robert H Rander

(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)

ROBERT H. RANDER President & CEO

(Type or Print Name and Title)

Signed this 20th day of December, 1996

APV CREPACO, INC.

(Name of Corporation)

By [Signature]

(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)

Irwina M. Spur Vice President

(Type or Print Name and Title)

(MICH. - 1889)