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FORM PTO-1618A  
Expires 06/30/99

04-17-2000

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK



101321463

RECORDATION FORM COVER SHEET  
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03-11-2000

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #30

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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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01 FC:481  
02 FC:482

40.00 OP  
25.00 OP

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: 002052 FRAME: 0682

**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.)

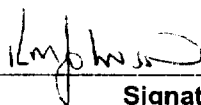
Deposit Account Number: #

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.

KEVIN JOHNSON



2/28/00

Name of Person Signing

Signature

Date Signed

# State of Illinois

## Office of

### The Secretary of State

Whereas,

ARTICLES OF MERGER OF  
FROMM INTERNATIONAL INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 22ND day of DECEMBER A.D. 19 98 and of the Independence of the United States the two hundred and 23RD .



*George H. Ryan*

Secretary of State

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

File # **0935-314-3**

(Rev. Jan. 1995)


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

**SUBMIT IN DUPLICATE**

**FILED**

DEC 22 1998

**GEORGE H. RYAN  
SECRETARY OF STATE**

This space for use by  
Secretary of State  
Date **12/22/98**  
Filing Fee \$ **100.00**  
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 of more than 2 corpo-  
rations, \$50 for each additional cor-  
poration.

1. Names of the corporations proposing to ~~consolidate~~ <sup>merge</sup> ~~exchange shares~~, and the state or country of their incorporation

Name of Corporation	State or Country of Incorporation	Illinois Secretary of State File Number
Fromm International Inc.	Illinois	0935-314-3
STI International Corp.	Illinois	4968-668-4

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

3. (a) Name of the ~~new~~ <sup>surviving</sup> ~~acquiring~~ corporation: Fromm International Inc.

**EXPEDITED**

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

DEC 22 1998

**SECRETARY OF STATE**

4. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ is as follows:

- If not sufficient space to cover this point, add one or more sheets of this size.**
- (a) STI International Corp. shall merge with and into Fromm International Inc. (the "Surviving Corporation").
  - (b) The merger shall become effective on December 31, 1998 (the "Effective Date").
  - (c) Each share of common stock of STI International Corp. issued and outstanding on the Effective Date shall be eliminated because of a commonality of ownership.  
Each share of common stock of Fromm International Inc. issued and outstanding on the Effective Date shall continue to be issued and outstanding following the Effective Date and shall represent one share of common stock of the Surviving Corporation.
  - (d) The Articles of Incorporation of Fromm International Inc. as they exist on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date without amendment or change.

5. Plan of ~~consolidation~~ merger ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the 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

Fromm International Inc.




STI International Corp.













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:

- a. 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.
- b. 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
- c. 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 \_\_\_\_\_, 19 \_\_\_\_.

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.)

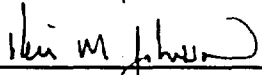
8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 22, 19 98

attested by   
(Signature of Secretary or Assistant Secretary)

Lori E. Simon, Secretary  
(Type or Print Name and Title)

Fromm International Inc.  
(Exact Name of Corporation)

by   
(Signature of President or Vice President)

Kevin M. Johnson, President  
(Type or Print Name and Title)

Dated December 22, 19 98

attested by   
(Signature of Secretary or Assistant Secretary)

Lori E. Simon, Secretary  
(Type or Print Name and Title)

STI International Corp.  
(Exact Name of Corporation)

by   
(Signature of President or Vice President)

Kevin M. Johnson, President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, 19 \_\_\_\_

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
(Type or Print Name and Title)

\_\_\_\_\_  
(Exact Name of Corporation)

by \_\_\_\_\_  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

AGREEMENT AND PLAN OF MERGER

BETWEEN

FROMM INTERNATIONAL INC.,

an Illinois corporation

AND

STI INTERNATIONAL CORP.,

an Illinois corporation

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THIS AGREEMENT AND PLAN OF MERGER made and entered into this 22nd day of December, 1998, by and between Fromm International Inc., an Illinois corporation ("**Fromm**"), and STI International Corp., an Illinois corporation ("**STI**"), both of which are sometimes hereinafter collectively referred to as the "**Merging Corporations**,"

WITNESSETH, That:

WHEREAS, Fromm is a corporation organized and existing under the laws of the State of Illinois, having been incorporated on August 26, 1904, under the name Illinois Razor Strop Company and having changed its name to Fromm International Inc. on June 6, 1995, and is authorized to issue 300 shares of stock of \$100.00 par value common stock, of which 150 shares are now issued and outstanding; and

WHEREAS, STI is a corporation organized and existing under the laws of the State of Illinois, having been incorporated on July 7, 1970, under the name Fromm Industries, Inc. and having changed its name to STI International Corp. on June 7, 1988, and is authorized to issue 5,000 shares of stock of no par value common stock, of which 1,052 shares are now issued and outstanding; and

WHEREAS, the Board of Directors and shareholders of each of the Merging Corporations deem it advisable that STI be merged into Fromm on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the laws of the Business Corporation Act of 1983 of the State of Illinois, as amended, which permits such merger;

NOW THEREFORE, in consideration of the premises and the mutual covenants herein contained the parties hereto agree as follows:

I. Merger and Surviving Corporation. STI shall be and hereby is merged with and into Fromm. Fromm shall be the surviving corporation ("**Surviving Corporation**") and continue to be governed by the laws of the State of Illinois. The name of the Surviving Corporation is Fromm International Inc.

2. Effective Date. This Agreement and Plan of Merger shall become effective upon the later of the filing of Articles of Merger with the Secretary of State of Illinois and December 31, 1998, the time of such effectiveness being hereinafter referred to as the "Effective Date."

3. Conversion of Shares. The manner and basis of converting the shares of stock of each of the Merging Corporations into shares of stock of the Surviving Corporation are as follows:

(a) Each share of common stock of STI issued and outstanding on the Effective Date shall be canceled and cease to exist.

(b) Each share of common stock of Fromm issued and outstanding on the Effective Date shall continue to be issued and outstanding following the Effective Date and shall represent one share of common stock of the Surviving Corporation.

4. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Fromm as they exist on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date without amendment or change.

5. By-Laws of Surviving Corporation. The By-Laws of Fromm as they exist on the Effective Date shall be the By-Laws of the Surviving Corporation following the Effective Date without amendment or change.

6. Directors and Officers of Surviving Corporation. The members of the Board of Directors and the officers of Fromm as they exist on the Effective Date shall be the directors and officers of the Surviving Corporation following the Effective Date, and such persons shall serve in their respective offices for the terms provided for in the By-Laws or until their respective successors are elected and qualified.

7. Approval by the Shareholders of the Merging Corporations. This Agreement and Plan of Merger shall be submitted to the shareholders of the Merging Corporations for approval in the manner provided by the applicable laws of the State of Illinois at a meeting or by written consent in lieu of a meeting in the manner provided by applicable laws of the State of Illinois.

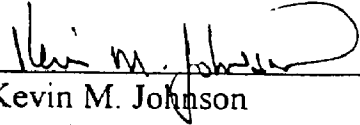
8. Further Assurance of Title. If, at any time, Fromm shall consider or be advised that any acknowledgements or assurances in law or any similar action are necessary or desirable in order to acknowledge or confirm in and to Fromm any right, title or interest of STI held immediately prior to the Effective Date, STI and its proper officers and directors shall execute and deliver all such acknowledgements or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in Fromm as shall be necessary to carry out the purposes of the Agreement and Plan of Merger, and Fromm and



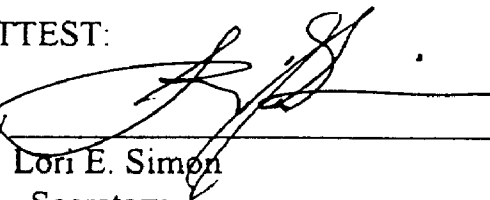
Abandonment of Merger. This Agreement and Plan of Merger may be terminated and abandoned by action of the Board of Directors of either party hereto at any time prior to the filing date whether before or after approval by the shareholders of the corporate parties hereto.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by their respective Boards of Directors and shareholders, have caused this Agreement of Merger to be executed by their respective Presidents and attested by their respective Secretaries, all as of the day and year first written above.

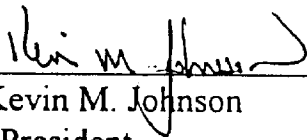
FROMM INTERNATIONAL INC.,  
an Illinois corporation

By   
Kevin M. Johnson  
President

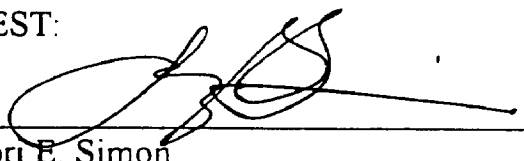
ATTEST:

By   
Lori E. Simon  
Secretary

STI INTERNATIONAL CORP.,  
an Illinois corporation

By   
Kevin M. Johnson  
President

ATTEST:

By   
Lori E. Simon  
Secretary

**GOLDBERG, KOHN, BELL, BLACK, ROSENBLOOM & MORITZ, LTD.**

March 8, 2000

Page 2

cc: Michael N. Levy, Esq. (w/ encl.)