

D#

04-14-2000

Assistant Commissioner
for Patents
Box Assignments
Washington, D.C. 20231

REC'D
3.10.00

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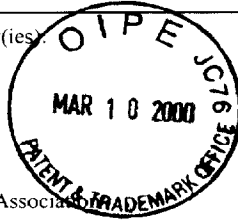
DEPARTMENT OF COMMERCE
Patent and Trademark Office

Priority Docket No. 104671

To the Assistant Commissioner for Patents: Please record the attached original document or copy thereof.

1. A. Name of conveying party(ies):

Merz, Incorporated
4215 Tudor Lane
Greensboro, North Carolina 27410



- Individuals
- General Partnership
- Corporation-NC
- Other _____
- Association
- Limited Partnership
- Public Limited Company

B. Additional name(s) of conveying party(ies) attached?

Yes No

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

Senator Pen Writing Instruments, LLC
412 B Gallimore Dairy Road
Greensboro, North Carolina 27419

- B. Individual(s) citizenship
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-North Carolina _____
- Public Limited Company _____
- Other _____

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 1, 1998

C. If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designation must be a separate document from Assignment)

D. Additional name(s) & address(es) attached?

Yes No

4. A. Trademark Application Nos. 75/327,571 and 75/394,929 for the marks REVOLUTION and RADICALS, respectively.

B. Trademark Registration No. 2,254,603 for the mark QUICKSHIP

C. Additional numbers attached? Yes No

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

Name: Kirk M. Hudson

Address: **OLIFF & BERRIDGE, PLC**
P.O. Box 19928
Alexandria, VA 22320

6. Total number of applications and registrations involved: 3

7. A. Total fee (37 CFR 3.41)..... \$ 90.00

B. Enclosed (Check No. 106985)

8. Credit any overpayment or charge any underpayment to deposit account number 15-0461.

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.

Jennifer Fraser
Typed Name of Person Signing

Signature

March 10, 2000
Date

Total number of pages including cover sheet, attachments, and document: 14

04/13/2000 DNGUYEN 00000006 75327571

01 FC:481
02 FC:482

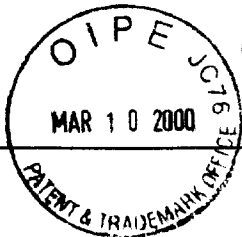
40.00 OP
50.00 OP

TRADEMARK
REEL: 002054 FRAME: 0201

STATE OF NORTH CAROLINA



Department of The
Secretary of State



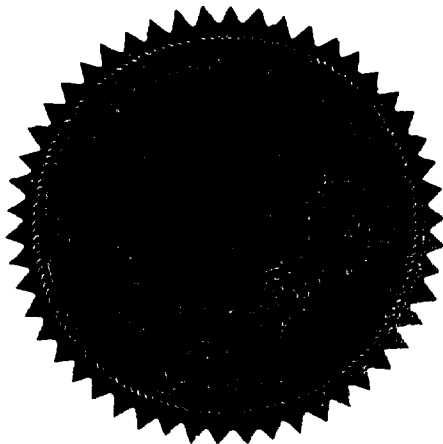
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF ORGANIZATION
OF
SENATOR PEN WRITING INSTRUMENTS, LLC

the original of which was filed in this office on the 6th day of October, 1998.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of October, 1998.



Elaine F. Marshall

Secretary of State

C-0472655

FILED
1:50pm
OCT 06 1998

State of North Carolina
Department of the Secretary of State
LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION

89279 1157

Pursuant to §57C-2-20 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

EFFECTIVE _____
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

1. The name of the limited liability company is: Senator Pen Writing Instruments, LLC

2. The latest date on which the limited liability company is to dissolve is: December 31, 2023

3. The name and address of each organizer executing these articles of organization is as follows (at least two persons must execute this document; attach additional pages if necessary):

James M. Iseman, Jr.
380 Knollwood Street, Ste. 530
Winston-Salem, NC 27103

Beverly A. Royse
380 Knollwood Street, Ste. 530
Winston-Salem, NC 27103

4. The street address and county of the initial registered office of the limited liability company is: _____

Number and Street: 380 Knollwood Street, Suite 530

City, State, Zip Code: Winston-Salem, NC 27103

County: Forsyth

5. The mailing address if different from the street address of the initial registered office is: _____

6. The named of the initial registered agent is: James M. Iseman, Jr.

7. Check one of the following:

(i) Member-managed LLC: all of the members by virtue of their status as members shall be managers of this limited liability company.

(ii) Manager-managed LLC: except as provided by N.C.G.S. §57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.

8. Any other provisions which the limited liability company elects to include are attached.

9. These articles will be effective upon filing, unless a date and/or a time is specified: _____

This the 5TH day of OCTOBER, 19 98

James M. Iseman, Jr.
Signature

Beverly A. Royse
Signature

James M. Iseman, Jr., Organizer
Type or Print Name and Title

Beverly A. Royse, Organizer
Type or Print Name or Title

NOTES:
1. Filing fee is \$125. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

CORPORATIONS DIVISION 300 N. SALISBURY STREET RALEIGH, NC 27603-5909

ref. 5588scnpen

TRADEMARK
REEL: 002054 FRAME: 0203

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

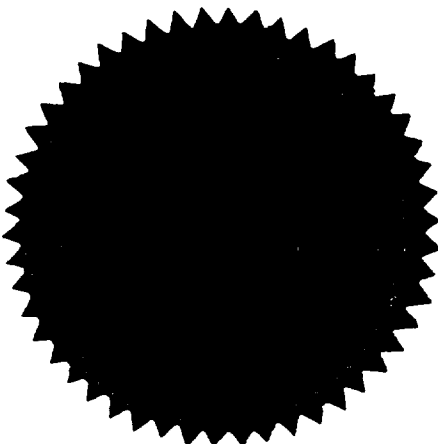
ARTICLES OF AMENDMENT

OF

**SENATOR PEN WRITING INSTRUMENTS, LLC
WHICH CHANGED ITS NAME TO:
SENATOR PEN, LLC**

the original of which was filed in this office on the 11th day of December, 1998.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 11th day of December, 1998.



Elaine F. Marshall

Secretary of State

TRADEMARK
REEL: 002054 FRAME: 0204

C-0472655

FILED

2:11 pm
DEC 11 1998

98 344 5103

STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE
AMENDMENT OF ARTICLES OF ORGANIZATION
OF
SENATOR PEN WRITING INSTRUMENTS, LLC

EFFECTIVE
ELAINE F MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to § 57C-2-22 of the General Statutes of North Carolina, the undersigned limited liability company hereby submits the following Articles of Amendment for the purpose of amending its Articles of Organization:

- (1) The name of the limited liability company is SENATOR PEN WRITING INSTRUMENTS, LLC.
- (2) The following amendment to the Articles of Organization of the limited liability company was unanimously adopted by the Members and Managers as of December 1, 1998 in the manner prescribed by law:

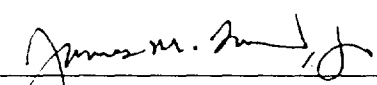
Article I of the Articles of Organization is hereby amended by changing the name of the limited liability company as follows:

"The name of the limited liability company is SENATOR PEN, LLC."

- (3) These Articles of Amendment will become effective upon filing.

This the 1st day of December, 1998.

SENATOR PEN WRITING INSTRUMENTS, LLC

By: 
James M. Iseman, Jr., Manager

brd5 5877senpen

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

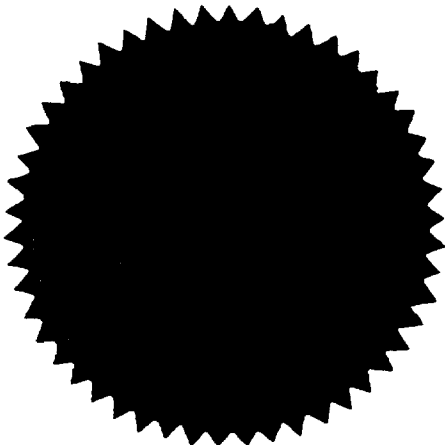
ARTICLES OF AMENDMENT

OF

SENATOR PEN, LLC
WHICH CHANGED ITS NAME TO:
SENATOR USA, LLC

the original of which was filed in this office on the 16th day of July, 1999.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 16th day of July, 1999.



Elaine F. Marshall

Secretary of State

TRADEMARK
REEL: 002054 FRAME: 0206

STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE
AMENDMENT OF ARTICLES OF ORGANIZATION
OF
SENATOR PEN, LLC

CORP ID # 0472655
FILED
9:10 AM
JUL 16 1999

Effective _____
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to § 57C-2-22 of the General Statutes of North Carolina, the undersigned limited liability company hereby submits the following Articles of Amendment for the purpose of amending its Articles of Organization:

(1) The name of the limited liability company is SENATOR PEN, LLC.

(2) The following amendment to the Articles of Organization of the limited liability company was unanimously adopted by the Members and Managers as of March 15, 1999 in the manner prescribed by law:

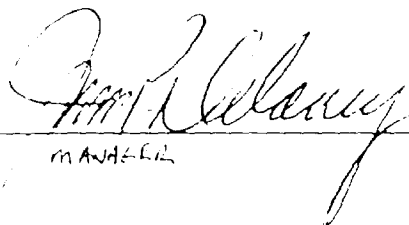
Article I of the Articles of Organization is hereby amended by changing the name of the limited liability company as follows:

"The name of the limited liability company is SENATOR USA, LLC."

(3) These Articles of Amendment will become effective upon filing.

This the 30TH day of JUNE, 1999.

SENATOR USA, LLC

By: 

MARSHALL

MEMORANDUM OF ACTION TAKEN WITHOUT MEETING
BY
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF
SENATOR PEN CORPORATION

November 1, 1998

We, the undersigned, being all of the directors and the sole shareholder of Senator Pen Corporation, a North Carolina corporation, do hereby adopt the resolutions and actions described below by written consent as evidenced by signature of these minutes:

After consideration of tax, corporate, and business issues regarding the structuring of these businesses and the Merz corporate family including counsel and advice from the accountants and attorneys for the Merz corporate family, the directors and shareholders of Senator Pen Corporation and Merz, Incorporated have agreed that, after this acquisition of shares, Senator Pen Corporation shall merge into Merz, Incorporated with Merz, Incorporated as the surviving corporation. Further, upon completion of this intercompany merger, the assets of the business operations of the former Senator Pen Corporation shall be transferred to a separate limited liability company and the assets of Merz, Incorporated attributable to its Merz Pharmaceuticals and Merz Consumer Products business operations shall be transferred to a separate limited liability company, both owned by Merz, Incorporated.

Accordingly, the directors and sole shareholder of Senator Pen Corporation have determined that, for the purpose of these minutes, Senator Pen Corporation and Merz, Incorporated should merge so that Merz, Incorporated is the surviving corporation.

NOW THEREFORE BE IT RESOLVED:

RESOLVED: That Senator Pen Corporation upon the effective date set forth in the attached "Plan of Merger" shall merge with Merz, Incorporated;

and further

RESOLVED: That the "surviving corporation" of the merger of Senator Pen Corporation and Merz, Incorporated shall be Merz, Incorporated;

and further

RESOLVED: That, upon the effective date specified in the Plan of Merger, the corporate existence of Senator Pen Corporation shall cease, while the corporate existence of Merz, Incorporated shall continue in perpetuity;

and further

RESOLVED: That the Plan of Merger is hereby authorized and approved and the officers of the corporation shall take whatever action is appropriate to accomplish the merger described in these minutes;

and further

RESOLVED: That, subsequent to the merger, the officers of the corporation shall transfer the business assets of the former Senator Pen Corporation to a separate limited liability company and the business assets of Merz Pharmaceuticals and Merz Consumer Products to a separate limited liability company.

This action is effective the 1st day of November, 1998.

DIRECTORS:

2

SHAREHOLDER:

Merz + Krell GmbH & Co.

brd5 5523senpen

MEMORANDUM OF ACTION TAKEN WITHOUT MEETING
BY
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF
MERZ, INCORPORATED

November 1, 1998

We, the undersigned, being all of the directors and the sole shareholder of Merz, Incorporated, a North Carolina corporation, do hereby adopt the resolutions and actions described below by written consent as evidenced by signature of these minutes:

After consideration of tax, corporate, and business issues regarding the structuring of these businesses and the Merz corporate family including counsel and advice from the accountants and attorneys for the Merz corporate family, the directors and shareholders of Merz, Incorporated and Senator Pen Corporation have agreed that, after this acquisition of shares, Senator Pen Corporation shall merge into Merz, Incorporated with Merz, Incorporated as the surviving corporation. Further, upon completion of this intercompany merger, the assets of the business operations of the former Senator Pen Corporation shall be transferred to a separate limited liability company and the assets of Merz, Incorporated attributable to its Merz Pharmaceuticals and Merz Consumer Products business operations shall be transferred to a separate limited liability company, both owned by Merz, Incorporated.

Accordingly, the directors and sole shareholder of Merz, Incorporated have determined that, for the purpose of these minutes, Senator Pen Corporation and Merz, Incorporated should merge so that Merz, Incorporated is the surviving corporation.

NOW THEREFORE BE IT RESOLVED:

RESOLVED: That Senator Pen Corporation upon the effective date set forth in the attached "Plan of Merger" shall merge with Merz, Incorporated;

and further

RESOLVED: That the "surviving corporation" of the merger of Senator Pen Corporation and Merz, Incorporated shall be Merz, Incorporated;

and further

RESOLVED: That, upon the effective date specified in the Plan of Merger, the corporate existence of Senator Pen Corporation shall cease, while the corporate existence of Merz, Incorporated shall continue in perpetuity;

and further

RESOLVED: That the Plan of Merger is hereby authorized and approved and the officers of the corporation shall take whatever action is appropriate to accomplish the merger described in these minutes;

and further

RESOLVED: That, subsequent to the merger, the officers of the corporation shall transfer the business assets of the former Senator Pen Corporation to a separate limited liability company and the business assets of Merz Pharmaceuticals and Merz Consumer Products to a separate limited liability company.

This action is effective the 1st day of November, 1998.

DIRECTORS:

SHAREHOLDER:

Merz + Co. GmbH & Co.

rd5 5522merz

SCHEDULE I
December 1, 1998

<u>Names and Address of Members</u>	<u>Initial Capital Contribution</u>	<u>Membership Interest</u>
Merz, Incorporated 4215 Tudor Lane Greensboro, NC 27410	\$1,000.00 ¹	100%
TOTALS	\$1,000.00	100 %

¹The initial capital contribution also consists of assets (including all intellectual property) and liabilities of the writing instrument business previously conducted by Merz, Incorporated and Senator Pen Corporation as set forth in Schedule I-A to be attached to this schedule and incorporated by reference herein.