

04-26-2000

Form PTO-1594
RECORDATION FC
(Trademarks Only)



101333832

Department of Commerce Patent & Trademark Office
Priority Docket No. T108937-08004

Date: April 4, 2000

4-4-00

To the Assistant Commissioner of Trademarks:
Please record the attached original documents or copy thereof

1. Name of conveying party(ies)

The C.M. Kemp Manufacturing Company

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

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

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

Name: Flair Corporation

Internal Address:
Street Address: 4647 SW 40th

City: Ocala State: Florida Zip: 34474

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

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

Yes No
(Designations must be a separate document from Assignment)

Additional name(s) & Address(es) attached?
 Yes No

3. Nature of conveyance:

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

Execution Date: January 25, 1995

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,129,193

Additional numbers attached? Yes No

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

Name: Arent Fox Kintner Plotkin & Kahn PLLC
Street Address: 1050 Connecticut Ave., N.W., Suite 600

City: Washington, D.C. State: Zip: 20036-5339

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41)..... \$ 40.00

Enclosed Check #288684

Any additional fees are authorized to be charged to deposit account

8. Deposit account number:

01-2300

(Attach duplicate copy of this page if paying by deposit account)

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01 FEB 481

40.00 DP

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.

Douglas H. Goldhush
Name of Person Signing
Reg. No. 33,125

April 4, 2000
Date

Total number of pages including cover sheet, attachments and document: 6

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated January 25, 1995, by and among Flair Corporation, a Delaware corporation ("Parent"), CMK Acquisition Corporation, a Delaware corporation (the "Sub"), The C.M. Kemp Manufacturing Company, a Delaware corporation ("Kemp") and the executives of Kemp listed on Exhibit A-1 attached hereto (the "Executives").

WITNESSETH:

WHEREAS, the respective Boards of Directors of Parent, Sub and Kemp have approved the merger of Sub with and into Kemp (the "Merger"), pursuant to and subject to the conditions set forth herein;

WHEREAS, Parent, Sub, Kemp and the Executives desire to make certain representations, warranties and agreements in connection with the Merger and also to prescribe various conditions to the Merger;

NOW, THEREFORE, in consideration of the premises and of the mutual representations, warranties and covenants which are to be made and performed by the respective parties, it is hereby agreed as follows:

ARTICLE I--DEFINITIONS

Section 1.1 Definitions.

The following terms when used in this Agreement have the meanings set forth below:

(a) "Affiliate" means any Person now or hereafter controlling, controlled by or under common control with another Person.

(b) "Board of Trustees" has the meaning set forth in the ESOP.

(c) "Closing" has the meaning set forth in Section 3.4.

(d) "Closing Certificate" means the certificate in the form annexed hereto as Exhibit B delivered by the President of Kemp pursuant to Section 3.2(c).

(e) "Closing Date" has the meaning set forth in Section 3.4.

(f) "Closing Statements" has the meaning set forth in Section 3.1(b).

(g) "Code" means the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first written above.

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FLAIR CORPORATION

By: Forrest Bell
Name: Forrest Bell
Title: Vice President

CMK ACQUISITION CORPORATION

By: Forrest Bell
Name: Forrest Bell
Title: Vice President

THE C.M. KEMP MANUFACTURING COMPANY

By: James F. Kensky
Name: James F. Kensky
Title: President

EXECUTIVES

James F. Kensky
James F. Kensky

Thomas V. Zaydel
Thomas V. Zaydel

Alan A. Hladik
Alan A. Hladik

Mark W. Haynie
Mark W. Haynie

Robin G. Walker
Robin G. Walker

CMK ACQUISITION CORPORATION

OFFICER'S CERTIFICATE

The undersigned, W. Forrest Bell, in his capacity as Vice President of CMK Acquisition Corporation, a Delaware corporation ("CMK"), hereby certifies, pursuant to Sections 10.1 and 10.2 of that certain Agreement and Plan of Merger dated January 25, 1995 (the "Merger Agreement"), by and among CMK, Flair Corporation, a Delaware corporation, The C.M. Kemp Manufacturing Company, a Delaware corporation ("Kemp") and the executives listed on Exhibit A-1 thereto, that CMK has performed and complied in all material respects with all covenants, agreements and conditions contained in the Merger Agreement required to be performed by it on or prior to the Closing Date (as defined in the Merger Agreement), and that the representations and warranties of CMK set forth in Articles VII of the Merger Agreement are true and correct in all material respects as of the Closing Date as though such representations and warranties had been made on and as of the Closing Date.

IN WITNESS WHEREOF, the undersigned has executed this certificate on the 25th day of January, 1995.



W. Forrest Bell
Vice President

FLAIR CORPORATION

OFFICER'S CERTIFICATE

The undersigned, W. Forrest Bell, in his capacity as Vice President of Flair Corporation, a Delaware corporation ("Flair"), hereby certifies, pursuant to Sections 10.1 and 10.2 of that certain Agreement and Plan of Merger dated January 25, 1995 (the "Merger Agreement"), by and among Flair, CVK Acquisition Corporation, a Delaware corporation, The C.M. Kemp Manufacturing Company, a Delaware corporation and the executives listed on Exhibit A-1 thereto, that Flair has performed and complied in all material respects with all covenants, agreements and conditions contained in the Merger Agreement required to be performed by it on or prior to the Closing Date (as defined in the Merger Agreement), and that the representations and warranties of Flair set forth in Articles VII of the Merger Agreement are true and correct in all material respects as of the Closing Date as though such representations and warranties had been made on and as of the Closing Date.

IN WITNESS WHEREOF, the undersigned has executed this certificate on the 25th day of January, 1995.



W. Forrest Bell
Vice President

AGREEMENT AND PLAN OF MERGER

by and among

Flair Corporation,
CMK Acquisition Corporation,
The C.M. Kemp Manufacturing Company
and
the Executives listed herein

Dated January 25, 1995

Flair Corp.