FORM <b>PTO-1594</b> R 04-27-2	SHEET U.S. DEPARTMENT OF COMMERCE	
OMB No. 0651-0011 (exp. 4/94)	350340-610-026	
Tab settings □ □ □ ▼	WAPR TO SEE THE	
To the Honorable Commissioner of 1013353	attached original documents or copy thereof.	
1. Name of conveying party(ies): 4.5.00	Name and address of receiving party(ies)	
Colonial Rubber Works, Inc.	Name: M.A. Hanna Company	
	Internal Address:	
☐ Individual(s) ☐ Association	200 Public Square	
☐ General Partnership ☐ Limited Partnership	Street Address: Suite 36-5000	
	City: Cleveland State: OH ZIP:44114- 2304	
☐ OtherAdditional name(s) of conveying party(ies) attached? ☐ Yes XXNo	☐ Individual(s) citizenship	
	☐ Association☐ ☐ General Partnership	
3. Nature of conveyance:	Limited Partnership	
☐ Assignment	☆ Corporation-State Delaware  ■ Corporation Dela	
☐ Security Agreement ☐ Change of Name	□ Other	
Other	If assignee is not domiciled in the United States, a domestic represetative designation is attached:	
Execution Date: December 15, 1988	(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? □ YesX□ No	
Application number(s) or patent number(s):		
1	B. Tarker J. B. State State Mark	
A. Trademark Application No.(s)	<ul><li>B. Trademark Registration No.(s)</li><li>1,132,000</li></ul>	
	1,102,000	
Additional numbers attached?   Yes Xi No		
5. Name and address of party to whom correspondence	6. Total number of applications and	
concerning document should be mailed:	registrations involved:	
Name: Meredith M. Wilkes, Esq.		
Jones, Day, Reavis & Pogue	7. Total fee (37 CFR 3.41)\$ 40.00	
mema Address.	☑ Enclosed	
	<ul> <li>Authorized to be charged to deposit account</li> </ul>	
Street Address: North Point	O December of the control of the con	
901 Lakeside Avenue	Deposit account number:	
City: Cleveland State: OH ZIP: 44114	10-1202	
27/2000 DNGUYEN 00000205 1132000	[for any deficiency in fees] (Attach duplicate copy of this page if paying by deposit account)	
FC:481 40.00 DP <b>DO NOT US</b>	E THIS SPACE	
9. Statement and signature.		
To the best of my knowledge and belief, the foregoins inform the original document.	nation is true and correct and any attached copy is a true copy of	
$(\mathcal{L})$	31 March 00	
Meredith M. Wilkes  Name of Person Signing	Cignature	
Name of Person Signing  Total number of pages including cover sheet, attachments, and document:		
Mell documents to be recorded with required cover sheet information to:		

# OF FOREIGN CORPORATION INTO TENNESSEE RUBBER AND PLASTICS COMPANY

Pursuant to the provisions of Section 48-906 of the Tennessee General Corporation, Act, the undersigned domestic and foreign corporation adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The names of the undersigned corporations and the states under the laws of which each is organized are:

Name of Corporation

State

COLONIAL RUBBER WORKS, INC.

Indiana

TENNESSEE RUBBER AND PLASTICS COMPANY Tennessee

- 2. The laws of the state under which such foreign corporation is organized permits such merger.
- 3. The name of the surviving corporation is TENNESSEE RUBBER AND PLASTICS COMPANY, and it is to be governed by the laws of the State of Tennessee.
- 4. The attached plan of merger was duly approved at a meeting of the shareholders of the undersigned domestic corporation in the manner prescribed by the Tennessee General Corporation Act on December 15, 1978, and was duly approved by the undersigned foreign corporation on December 15, 1978, in the manner prescribed by the laws of the State under which it is organized.

Dated December /6, 1979.

COLONIAL RUBBER WORKS, INC.

By Fow T

Edwin J. Gordon, Vice Pres.

TENNESSEE RUBBER AND PLASTICS COMPANY

Gene Townen wast than bene

#### PLAN OF MERGER

FIRST: TENNESSEE RUBBER AND PLASTICS COMPANY, a corporation organized under the laws of the State of Tennessee, shall merge with and into itself and assume the liabilities and obligations of COLONIAL RUBBER WORKS, INC., a corporation organized under the laws of the State of Indiana. The name of the surviving corporation is TENNESSEE RUBBER AND PLASTICS COMPANY.

SECOND: Since all of the issued and outstanding shares of TENNESSEE RUBBER AND PLASTICS COMPANY, the surviving corporation, and all of the issued and outstanding shares of COLONIAL RUBBER WORKS, INC., the merging corporation, are owned by ALLEN INDUSTRIES INC., a Delaware corporation, on the effective date of the merger all of the issued and outstanding shares of COLONIAL RUBBER WORKS, INC., the merging corporation, shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

THIRD: The Articles of Incorporation of TENNESSEE RUBBER AND PLASTICS COMPANY shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The by-laws of TENNESSEE RUBBER AND PLASTICS COMPANY shall be the by-laws of the corporation surviving the merger.

PIFTH: The directors and officers of TENNESSEE RUBBER AND PLASTICS COMPANY shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

To Whom These Presents Come, Greeting:

### STATE OF INDIANA OFFICE OF THE SECRETARY OF STATE

Merger, setting forth the Agreement of Merge	
COLONTAL DUBBER DARKE	
an Indiana Corporation, the non-survivor, in	
TENNESSEE RUBBER AND PLAST	
Thursday	e survivor, XXXXXXXXXXXIII not admitted to do business in
certify that I have this day endorsed my app	Secretary of State of the State of Indiana, do hereby proval upon the duplicate copies of such Articles of tees required by law, have filed the required copy in
	In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis

SEGRETARY OF STATE

1981 NOV 12 AN ID: 52

# ARTICLES OF AMENDMENT TO THE CHARTER 2 O O 2 4 OF TENNESSEE RUBBER AND PLASTICS COMPANY

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

- 1. The name of the corporation is Tennessee Rubber and Plastics Company.
- 2. The amendment adopted is the name of the Corporation is changed to:

#### COLONIAL RUBBER WORKS, INC.

- 3. The amendment was duly adopted at a meeting of the Directors and the Shareholders on November 11, 1981.
- 4. The amendment is to be effective when these articles are filed by the Secretary of State.

Dated November 11, 1981.

TENNESSEE RUBBER AND PLASTICS COMPANY

y:

Its: VICE PTESTORN

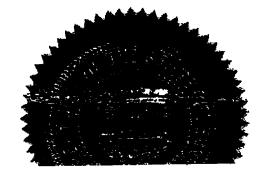


## Aepartment of State

#### CERTIFICATE

The	e undersigned, as Secretary of State of the State of Tennessee, here	by
certifies	that the attached document was received for filing on beho	alf
of	TENNESSEE RUBBER AND PLASTICS COMPANY	1
was duly	(Name of Corporation) <b>y executed in accordance with the Tennessee</b> General Corporation Ac	ct,
was fo <mark>u</mark> n	and to conform to law and was filed by the undersigned, as Secretary	of
State on	n the date noted on the document	

THEREFORE, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on November Iwelfth 1981.



Secretary of State

Qualification Incorporation &

Day International Corporation Copy of Agreement and Plan of Reorganization dated 12/15/88 between Colonial Rubber Works, Inc.

Hanna Holdings Company

Hanac Corporation

whereby Colonial was merged into Day, Day distributes the assets and liabilities of Colonial to Hanna Holdings; Hanna Holdings distributes Colonial's assets and liabilities

to Hanac; Hanac distributes Colonial's assets and liabilities to M. A. Hanna.

#### AGREEMENT AND PLAN OF REORGANIZATION

This Agreement and Plan of Reorganization, dated as of December 15, 1988, among Colonial Rubber Works, Inc., a Tennessee corporation ("Colonial"), Day International Corporation, a Michigan corporation ("Day"), Hanna Holdings Company, a Delaware corporation ("HHC"), Hanac Corporation, a Delaware corporation ("Hanac"), and M. A. Hanna Company, a Delaware corporation ("Hanna")

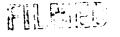
#### WITNESSETH

WHEREAS, Day owns all the issued and outstanding shares of Capital Stock of Colonial; and

WHEREAS, HHC owns all the issued and outstanding shares of Capital Stock of Day; and

WHEREAS, Hanac owns all the issued and outstanding shares of Capital Stock of HHC; and

WHEREAS, Hanna owns all the issued and outstanding shares of Capital Stock of Hanac; and



1

WHEREAS, Hanna desires to reorganize its subsidiary holdings to make its subsidiary, Colonial Rubber Works, Inc., into a division of Hanna in a transaction intended to qualify as a tax free reorganization pursuant to Sections 368 (a)(1)(A), 332, 334, and 381 of the Internal Revenue Code of 1986.

NOW THEREFORE, The parties agree as follows:

Merger of Colonial into Day. Pursuant to the provisions of 1. Sections 48-21-104 & 107 of the Tennessee Business Corporation Act and pursuant to the provisions of Sections 21.200(711), et seq., of the Michigan Business Corporation Act, Day and Colonial shall adopt articles of merger for the purpose of merging Colonial into Day(the "Merger"). On the effective date of the Merger, all issued and outstanding shares of Capital Stock of Colonial shall be cancelled. Day, as the surviving corporation, shall continue unaffected and unimpaired by the Merger, and as the surviving corporation shall be governed by the laws of the state of Michigan and succeed to all rights, assets, liabilities and obligations of Colonial. The separate existence and corporate organization of Colonial shall cease on the effective date of the Merger. After the effective date of the Merger, all authorized, issued and outstanding stock of Day shall be the authorized, issued and outstanding stock of the surviving corporation.



2

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by the duly authorized representatives as of the date first above written.

COLONIAL RUBBER WORKS, INC.

BY Styr S- Pyke Cp.

DAY INTERNATIONAL CORPORATION

BY Kondet Tours

HANNA HOLDINGS COMPANY

BY

HANAC CORPORATION

BY\_

M. A. HANNA COMPANY

BY Jovace Jamlo