

04-05-2000
U.S. Patent & TMO/TM Mail Rcpt. Dt. #31

05-17-2000



101359552

RECORDS COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type 4.5.00

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
Effective Date
Month Day Year _____

Merger

Change of Name

Other _____

Conveying Party Mark if additional names of conveying parties attached

Name Mercer Products Company, Inc. Execution Date
Month Day Year 08061998

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization New Jersey

Receiving Party Mark if additional names of receiving parties attached

Name Burke Industries, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2250 South Tenth Street

Address (line 2) _____

Address (line 3) San Jose California 95112
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization California

05/16/2000 DNGUYEN 00000167 121095 1829424

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 125.00 CH

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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: 002074 FRAME: 0217

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1829424"/>	<input type="text" value="1651500"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1355586"/>	<input type="text" value="1372591"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="861475"/>	<input type="text" value="1851494"/>	<input type="text"/>

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.

BRUCE SALES  4.3.00
Name of Person Signing Signature Date Signed

FILED

AUG 7 1998

James A. DiMauro, Jr.
State Treasurer

CERTIFICATE OF MERGER

MERGING

MERCER PRODUCTS COMPANY, INC.
(a New Jersey corporation)

INTO

BURKE INDUSTRIES, INC.
(a California corporation)

Pursuant to the provisions of Section 14A:10-S.1 of the New Jersey Business Corporation Act (the "Act"), the undersigned, being the President and the Secretary of Burke Industries, Inc. ("Burke"), do hereby certify that:

1. The name and place of organization of each constituent entity is as follows:
- (i) Mercer Products Company, Inc., a New Jersey corporation (the "Disappearing Corporation"); and
 - (ii) Burke Industries, Inc., a California corporation.
2. The name of the surviving corporation is Burke Industries, Inc., a California corporation.
3. The Disappearing Corporation has 10 shares outstanding, all of which are owned by Burke. As such and pursuant to Section 1110 of the General Corporation Law of the State of California and Section 14A:10-S.1 of the Act, the approval of the shareholders of Burke and the Disappearing Corporation, respectively, is not required.
4. A Plan of Merger, a complete copy of which is set forth in Exhibit A by which the Disappearing Corporation merges into Burke (the "Plan of Merger") was duly adopted by the board of directors of Burke, the sole shareholder of the Disappearing Corporation, on August 10, 1998. Pursuant to Section 14A:10-S.1 of the Act, approval of the Plan of Merger by the board of directors of the Disappearing Corporation is not required.
5. The merger of the Disappearing Corporation into Burke shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger
as of Aug 6th, 1998.

BURKE INDUSTRIES, INC.
a California corporation

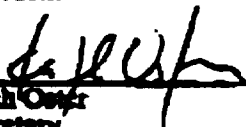
By: 
Rocco C. Genovese
President

By: See Next Page for Signature
Keith Oster
Secretary

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of Aug 6th, 1998.

BURKE INDUSTRIES, INC.
a California corporation

By: See Previous Page for Signature
Rocco C. Genovesi
President

By: 
Keith Omer
Secretary

**PLAN OF MERGER
OF
BURKE INDUSTRIES, INC.
AND
MERCER PRODUCTS COMPANY, INC.**

This Plan of Merger (the "Plan") is made and entered into as of August 6, 1998 by and between Burke Industries, Inc., a California corporation ("Burke"), and Mercer Products Company, Inc., a New Jersey corporation ("Subsidiary Corporation").

WHEREAS, Burke is a corporation organized under and governed by the laws of the State of California, and its address is 2250 South Tenth Street, San Jose, California, 95112;

WHEREAS, Subsidiary Corporation is a corporation organized under and governed by the laws of the State of New Jersey;

WHEREAS, Burke is the sole owner of all of the outstanding capital stock of Subsidiary Corporation; and

WHEREAS, Burke and Subsidiary Corporation have determined that it is advisable and in the best interests of such corporations and their shareholders that Subsidiary Corporation merge with and into Burke upon the terms and conditions provided herein (the "Merger") and, pursuant to New Jersey Business Corporation Act Section 14A:10-5.1, the Board of Directors of Burke has approved and adopted this Plan.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual agreements herein contained and of the mutual benefits provided hereby, the parties hereto hereby agree as follows:

1. **Merger.** The effective date of the Merger shall be the date of filing with the Secretary of State (the "Effective Date"). On the Effective Date, Subsidiary Corporation shall be merged with and into Burke and the separate existence of Subsidiary Corporation shall thereupon cease. Burke shall continue its corporate existence in the State of California as the surviving corporation (the "Surviving Corporation") after the Effective Date of the Merger.

2. **Articles of Incorporation.** The Articles of Incorporation of Burke, as in effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation of the Surviving Corporation without change or amendment until duly amended in accordance with the provisions thereof and applicable law.

3. **Conversion of Shares.** Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of Subsidiary Corporation outstanding immediately prior thereto shall automatically be canceled.

4. **Subsequent Action.** If at any time after the Effective Date it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of Subsidiary Corporation, or otherwise to carry out the provisions of this Plan, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of Subsidiary Corporation and in its name to take such action and execute, deliver and file such instruments and documents.

5. **Rights and Duties of Burke.** On the Effective Date, Burke shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of Subsidiary Corporation; and all property (real, personal and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to Subsidiary Corporation shall continue and be taken and deemed to be transferred to and vested in Burke, without further act or deed; and Burke shall thenceforth be responsible and liable for all the liabilities and obligations of Subsidiary Corporation.

6. **Termination.** At any time prior to the Effective Date, this Plan may be terminated and the Merger abandoned at the election of the Board of Directors of Burke.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed as of the day and year first above written.

BURKE INDUSTRIES, INC.,
a California corporation

By: Rocco C. Genovese
Rocco C. Genovese
President

MERCER PRODUCTS COMPANY, INC.,
a New Jersey corporation

By: Rocco C. Genovese
Rocco C. Genovese
President

**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
CERTIFICATE RELATIVE - MERGER**

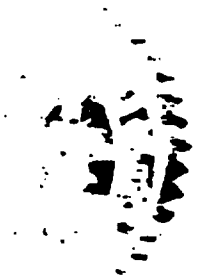
BURKE INDUSTRIES, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above-named
California Foreign Profit Corporation did
on the 7th day of August, 1998, file and record
in this department a Certificate of Merger of
Mercer Products Company, Inc.
into Burke Industries, Inc.
which is the surviving business entity. This certificate
is herein issued as by the statutes of this State required.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
10th day of August, 1998*



*James A DiEleuterio, Jr.
Treasurer*



**Assumption of Tax Liability/Request for Tax Clearance
 Certificate Supplemental Information**

CALIFORNIA FORM

3555

CORPORATE NAME Mercer Products Company, Inc.		CALIFORNIA CORPORATION NUMBER 2105744	
Date business commenced in California: 4/15/98	Date business ceased or will cease in California:	Upon approval:	Latest income period for which a California return has been filed: N/A

The Franchise Tax Board will issue a Tax Clearance Certificate when all taxes have been paid or secured. If a final return has not been filed, one should be filed within 2 months and 15 days after the close of the month in which the dissolution or withdrawal takes place. All returns remain subject to audit until expiration of normal statutory period.

Please indicate the status of ANY IRS activity:

Has the IRS redetermined the corporation's income tax liability for any prior year(s) which has not previously been reported to California? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, please furnish a copy of the Revenue Agent's Report.	Is the IRS currently examining the corporation or has the corporation been notified of a pending examination? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If yes, please indicate the years involved: Current Examination: _____ Pending Examination: _____
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**COMPLETE PAGES 2 AND 3 OF THIS FORM FOR AN INDIVIDUAL ASSUMPTION OF TAX LIABILITY.
 COMPLETE PAGE 4 FOR A CORPORATION ASSUMPTION OF TAX LIABILITY.**

If the Tax Clearance Certificate is to be issued on a taxes paid basis, please check this box.

Supplemental Information. Please furnish the following information if the business carried on in California will be continued by another corporation after the taxpayer's dissolution or withdrawal.

NAME OF TRANSFEREE N/A	CALIFORNIA CORPORATION NUMBER OF TRANSFEREE
DATE ASSETS TRANSFERRED TO TRANSFEREE	Section of the Internal Revenue Code applicable to the Transfer of Taxpayer's Business or assets: _____

If the Tax Clearance Certificate is to be mailed to someone other than the Corporation listed above, please complete the following: (A copy of the Tax Clearance Certificate will be sent to the Secretary of State.)

NAME	Gibson, Dunn & Crutcher LLP
ADDRESS	1228 N Street, Suite 5
	Sacramento, CA 95814
	Attn: Kaye T. Walsh

When dissolving a CALIFORNIA DOMESTIC STOCK CORPORATION mail completed form to:

ATTN: LEGAL REVIEW
 SECRETARY OF STATE
 1500 ELEVENTH ST 3RD FLOOR
 SACRAMENTO CA 95814-5701

When dissolving a CALIFORNIA DOMESTIC NONPROFIT CORPORATION, surrendering a FOREIGN CORPORATION or merging a CORPORATION mail completed form to:

ATTN: TAX CLEARANCE UNIT
 FRANCHISE TAX BOARD
 PO BOX 1468
 SACRAMENTO CA 95812-1468

For more information concerning this form, telephone the Franchise Tax Board (916) 845-4124.

FTB 3555 C: 10/97 (0-95) 7468

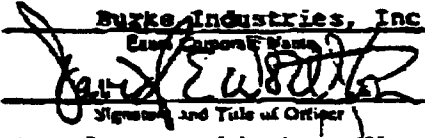
CORPORATION ASSUMPTION OF TAX LIABILITY

The Assumption of Tax Liability

of (1) <u>Mercer Products Company, Inc.</u>)	
)	
)	2105744
)	Corporate No.
by (2) <u>Burke Industries, Inc.</u>)	
)	
)	1625078
)	Corporate No.

incorporated or qualified to do business within the State of California, unconditionally agrees to file with the Franchise Tax Board all returns and data that is required and unconditionally agrees to pay in full all tax liabilities, penalties, interest and fees of (1) _____

Mercer Products Company, Inc. :

(2) Burke Industries, Inc.
Exact Corporate Name

Signature and Title of Officer
 David E. Worthington, Vice President

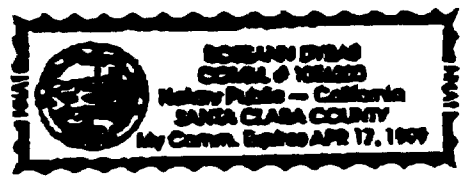
State of California
 County of Santa Clara

On August 7, 1998 before me, the undersigned, a Notary Public in
 and for said State, personally appeared David E. Worthington

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Roseann Dybas
 Name Roseann Dybas
(Type or print)



FOR INFORMATION CONCERNING COMPLETION OF THIS PAGE, PHONE (916) 845-4124



New Jersey Department of State
Division of Commercial Recording
Application for Certificate of Authority
(For Use by Foreign Profit and Nonprofit Corporations)

C-113 Rev. 12/93

Check Appropriate Statute:

- N.J.S.A. 14A:13-4 et seq. New Jersey Profit Corporation Act (File in Duplicate)
- N.J.S.A. 15A:13-4 et seq. New Jersey Nonprofit Corporation Act (File in Triplicate)

Pursuant to the provisions of the appropriate Statute, checked above, of the New Jersey Statutes, the undersigned corporation hereby applies for the Authority to conduct business/activities in New Jersey and for that purpose certifies to the following:

1. Name of Corporation: **Burke Industries, Inc.**
2. Incorporated under the laws of: **California**
3. Date of Foreign Incorporation: **October 19, 1988**
4. The address of its main office or headquarters is:
(Street and postal designation) **2250 S. 10th Street**

(City) **San Jose** (State) **CA** (Zip) **95112**

5. The name and address of its Registered agent in New Jersey is:
(Agent's Name)

National Registered Agents, Inc. of NJ

(Street and postal designation) **810 Bear Tavern Road**

(City) **West Trenton** (State) **NJ** (Zip) **08628**

Said Registered Agent is an agent of the corporation upon whom process against the corporation may be served.

6. The period of its duration is: **Perpetual**
7. The business/activities which the corporation is authorized to conduct in New Jersey, and which it is also authorized to conduct in its home jurisdiction are: **Manufacturer - rubber**

NOTE: Attach a Good Standing Certificate from the home state dated no more than 30 days prior to filing in New Jersey.

Signature: *[Handwritten Signature]*

Title: *Vice-President*
(Must be Chairperson of the Board, President, or Vice President)

Date: *3/3/00*

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Burke Industries, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present)

2. California
(State or country under the law of which it is incorporated)

3. _____
(FEI number, if applicable)

4. October 19, 1988
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 2250 S. 10th Street, San Jose, California 95112

(Current mailing address)

8. Manufacturer - rubber
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C. Becht
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: George Sawyer

Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

Vice Chairman: Rocco C. Genovese

Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose CA 95112

Director: Reed C. Wolthausen

Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

Director: Oliver C. Boileau, Jr.

Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Rocco C. Genovese

Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

Vice President: David E. Worthington

Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

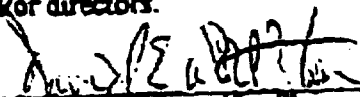
Secretary: Keith Oster

Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

Treasurer: David E. Worthington

Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DAVID E. WORTHINGTON
(Typed or printed NAME and capacity of person signing application)

ADDENDUM

Directors Continued...

Director: Donald Glickman
Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

Director: Bruce D. Gorchow
Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

Director: John F. Lehman
Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

Director: Keith Oster
Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

Director: Thomas G. Pownall
Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

Director: Joseph A. Stroud
Address: Burke Industries, Inc., 2250 S. 10th Street, San Jose, CA 95112

MERCER 10.1-011

U.S. Registration No: 1,829,424
Registered: April 5, 1994

- 1. Recordation Cover Sheet;**
- 2. Certificate of Merger.**

AB'00