

05-22-2000

FORM PTO-1594
(Rev. 6-33)

OMB No. 0651-0011 (exp. 4/94)

RE



101362732

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

350340-650-002

650-003

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies) 2:00 MAY -5 AM 10: 06

Fiberchem, Inc. OPR/FINANCE

- Individual(s)
- General Partnership
- Corporation-State
- Other _____

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: January 27, 1995

2. Name and address of receiving party(ies)

Name: M.A. Hanna Resin Distribution Company

Internal Address: _____

Street Address: 990 East 107th Street

City: Lemont State: IL ZIP: 64039

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,834,118

1,835,824

Additional numbers attached? Yes No

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

Name: Meredith M. Wilkes, Esq.

Jones, Day, Reavis & Pogue

Internal Address: _____

Street Address: North Point

901 Lakeside Avenue

City: Cleveland State: OH ZIP: 44114

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

10-1202

[for any deficiency in fees]

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

05/22/2000 RSCUTT 00000159 1834118

DO NOT USE THIS SPACE

01 FC:481 40.00 OP

02 FC:482 25.00 OP

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.

Meredith M. Wilkes

Name of Person Signing

Signature

3 May '00

Date

Total number of pages including cover sheet, attachments, and document: 11

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK

REEL: 002076 FRAME: 0690

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BRUCK PLASTICS CO.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "M. A. HANNA RESIN DISTRIBUTION COMPANY", THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1995, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0948279 8320

950078746

FILMED

AUTHENTICATION:

7467242

DATE:

04-10-95

TRADEMARK

REEL: 002076 FRAME: 0691

State of Delaware

Office of the Secretary of State

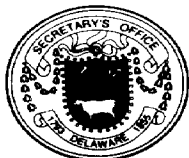
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FIBERCHEM, INC.", A WASHINGTON CORPORATION,

"PLASTICS DISTRIBUTING CORPORATION - SOUTHEAST", A NORTH CAROLINA CORPORATION,

WITH AND INTO "BRUCK PLASTICS CO." UNDER THE NAME OF "M. A. HANNA RESIN DISTRIBUTION COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1995, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



FILMED

0948279 8100M

950020568

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 7388728

DATE: 01-27-95

TRADEMARK
REEL: 002076 FRAME: 0692

**CERTIFICATE OF MERGER
MERCING
FIBERCHEM, INC.
AND
PLASTIC DISTRIBUTING CORPORATION - SOUTHEAST
INTO
BRUCK PLASTICS CO.**

Pursuant to Section 252 of the
Delaware General Corporation Law

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Fiberchem, Inc.	Washington
Plastic Distributing Corporation - Southeast	North Carolina
Bruck Plastics Co.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That Bruck Plastics Co. shall be the surviving corporation. The Certificate of Incorporation of Bruck Plastics Co. shall be amended in the merger to change the name of the corporation to M. A. Hanna Resin Distribution Company. Consequently, the name of the surviving corporation shall be M. A. Hanna Resin Distribution Company.

FOURTH: That the certificate of incorporation of the surviving corporation, Bruck Plastics Co., with such amendments as are effected by the merger including an amendment of Article "FIRST" to change the name of the surviving corporation to "M. A. Hanna Resin Distribution Company" and, as so amended, shall constitute the Certificate of Incorporation, as amended, of the surviving corporation.

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REEL: 002076 FRAME: 0693**

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 990 East 107th Street, Lemont, Illinois.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares of Shares	Par value per share or statement that shares are without par value
Fiberchem, Inc.	Common	100,000	\$1.00
Plastic Distributing Corporation - Southeast		100,000	\$1.00

EIGHTH: That this Certificate of Merger shall be effective at 12:01 a.m. February 1, 1995.

Dated: December 30, 1994

BRUCK PLASTICS CO.

By *James D. Pyle Jr.*
Vice President and Secretary

Attest:

By *James D. Pyle*

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REEL: 002076 FRAME: 0694



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF MERGER

of

FIBERCHEM, INC.

a Washington Profit corporation,

was/were filed for record in this office on the date indicated below.

Merged into BRUCK PLASTICS COMPANY (A Delaware corp. not qualified in Washington)

Corporation Number: 578 022 051

Date: January 30, 1995

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

2-130802-8

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FILED
STATE OF WASHINGTON
JAN 30 1995
RALPH MUNRO
SECRETARY OF STATE

Articles of (Merger) (~~Share-Exchange~~)

of

Fiberchem, Inc.
(Domestic Corporation)

and

Plastic Distributing Corporation-Southeast
(Foreign Corporation)

into

Bruck Plastics Company

Pursuant to the provisions of Section 23B.11.070 of the Washington Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of (Merger) (~~Share-Exchange~~).

1. The names of the corporations participating in the (merger) (~~share exchange~~) and the states under the laws of which they are organized are:

<u>Name of Corporation</u>	<u>State</u>
<u>Fiberchem, Inc.</u>	<u>Washington</u>
<u>Plastic Distributing Corporation-Southeast</u>	<u>North Carolina</u>

2. The laws of the state which the foreign corporation is organized under permits such a (merger) (~~share exchange~~).

3. The name of the surviving corporation is Bruck Plastics Company and such corporation shall be governed by the laws of the state of Delaware.

4. The plan of (merger) (~~share-exchange~~) is set forth in attached Exhibit A.

5. [Choose either (a) or (b)]

** (a) Shareholder approval of the plan of (merger) (~~share exchange~~) was not required.

or.

~~(b) The plan of (merger) (~~share exchange~~) was approved by the shareholders and:~~

~~(i) the designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on~~

Exhibit A

AGREEMENT AND PLAN OF MERGER

by and between

Fiberchem, Inc.

Plastic Distributing Corporation - Southeast

and

Bruck Plastics Co.

**FILED
STATE OF WASHINGTON**

JAN 30 1995

**RALPH MUNRO
SECRETARY OF STATE**

AGREEMENT AND PLAN OF MERGER ("Agreement") made by and between *Fiberchem, Inc.*, a Washington corporation, ("Fiberchem"), *Plastic Distributing Corporation - Southeast*, a North Carolina corporation, ("PDC") and *Bruck Plastics Co.*, a Delaware corporation, ("Bruck") which corporations are sometimes referred to herein individually as a "Constituent Corporation" and collectively as "Constituent Corporations."

WITNESSETH:

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of each of the Constituent Corporations and its shareholders that Fiberchem and PDC (the "Merging Corporations") be merged with and into Bruck (the "Surviving Corporation") as permitted by the General Corporation Law of the State of Delaware under and pursuant to the terms hereinafter set forth;

NOW THEREFORE, the parties hereto have agreed as follows:

**ARTICLE I
Plan of Merger**

1.01 Plan Adopted. A plan of merger of each of the Constituent Corporations pursuant to the provisions of Section 251 of the General Corporation Law of Delaware, is adopted as follows:

- (1) Upon the Effective Date, as hereinafter defined, Fiberchem and PDC shall be merged with and into Bruck.
- (2) The Surviving Corporation shall be Bruck.
- (3) Upon the Effective Date, the separate existence of Fiberchem and PDC shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of Fiberchem and PDC and shall be subject to all the debts and liabilities of Fiberchem and PDC as provided for in Section 259 of the General Corporation Law of Delaware.

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REEL: 002076 FRAME: 0697

- (4) On and after the Effective Date, the Surviving Corporation shall carry on its business with the assets of Fiberchem and PDC, as well as with the assets of the Surviving Corporation.
- (5) Upon the Effective Date, each share of Fiberchem Common Stock outstanding immediately prior to the merger, all of which outstanding shares are held by the sole stockholder of the Constituent Corporations, shall be automatically canceled by virtue of the merger and without any action on the part of the holder thereof.
- (6) Upon the Effective Date, each share of PDC Common Stock outstanding immediately prior to the merger, all of which outstanding shares are held by the sole stockholder of the Constituent Corporations, shall be automatically canceled by virtue of the merger and without any action on the part of the holder thereof.
- (7) Each share of the Surviving Corporation issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding and shall be unaffected by the merger.
- (8) Effective Date. The effective time and date of the merger, herein referred to as the "Effective Date," shall be 12:01 a.m. on February 1, 1995 following the filing of a Certificate of Merger in the office of the Secretary of State of the State of Delaware.

ARTICLE II
Certificate of Incorporation

- 2.01 The Certificate of Incorporation of the Surviving Corporation shall be unaffected by the merger, except that the name of the Surviving Corporation shall, upon the Effective Date, be changed to M. A. Hanna Resin Distribution Company, and, upon the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation, until amended or repealed in accordance with the provisions thereof and of applicable law.

ARTICLE III
Directors and Officers

- 3.01 Directors. Upon the Effective Date, the Directors of the Surviving Corporation shall be the directors of the Surviving Corporation then in office.
- 3.02 Vacancies. If a vacancy shall exist on the Board of Directors of the Surviving Corporation on the Effective Date, such vacancy may be filled as provided by the by-laws of the Surviving Corporation.

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3.03 **Officers.** All persons who as of the Effective Date shall be officers of the Surviving Corporation shall remain as officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall otherwise determine. The Board of Directors of the Surviving Corporation may elect or appoint such additional officers as it may determine in accordance with the by-laws of the Surviving Corporation.

ARTICLE IV
By-Laws

4.01 The by-laws of the Surviving Corporation, as existing on the Effective Date, shall continue as the by-laws of the Surviving Corporation until amended, altered or repealed as provided therein or in the Certificate of Incorporation of the Surviving Corporation or as provided by law.

ARTICLE V
Termination

5.01 This Agreement may be terminated, and the merger herein provided for may be abandoned by mutual consent of the Boards of Directors of the Constituent Corporations at any time prior to the filing of the Agreement or a Certificate of Merger with respect to the merger provided for in this Agreement in the office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Agreement, having first been duly approved by the respective Boards of Directors of each Constituent Corporation, is hereby executed on behalf of each of said corporations by their respective officers thereunto duly authorized the 30th day of December, 1994.

FIBERCHEM, INC.
a Washington corporation

BRUCK PLASTIC CO.
a Delaware corporation

By James A. Pyke Jr.

By James A. Pyke Jr.

PLASTIC DISTRIBUTING CORPORATION - SOUTHEAST
a North Carolina corporation

By James A. Pyke Jr.

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7. Bruck Plastic Company, the (surviving) (~~acquiring~~) foreign corporation of the (merger) (share exchange) agrees to promptly pay the dissenting shareholders of the domestic corporation party to the (merger) (share exchange) the amount, if any, to which they are entitled.

8. If the (merger) (~~share exchange~~) is not to be effective when these articles are filed by the Secretary of State, the delayed effective date is February 1, 19 95. [Note: A delayed effective date shall not be later than the 90th day after this document is filed by the Secretary of State.]

Dated January 24., 19 95.

Plastic Distributing Corporation -
Name of Corporation Southeast

John S. Pyke Jr. *mjr*
Authorized Signature

Vice President and Secretary
Name and Title

Fiberchem, Inc.
Name of Corporation

John S. Pyke Jr. *mjr*
Authorized Signature

John S. Pyke, Jr., Vice President &
Name and Title Secretary

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