

06-26-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- 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
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party(ies)

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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).

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

06/26/2000 DCDATES 00000091 2117245

01 FC:481
02 FC:48E

40.00 OF
25.00 OF

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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="2117245"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="2113338"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <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.

Tina D. Kourasis
Name of Person Signing


Signature

Date Signed

ARTICLES OF MERGER OF SUBSIDIARY CORPORATION

Andre Fiebig
Gardner, Carton & Douglas
321 North Clark Street
Chicago, Illinois 60610

◀ Please indicate where you would like the acknowledgement copy of the filed document sent. Please include complete name and mailing address.

Your phone number during the day: (312) 245-8770

INSTRUCTIONS (Ref. ss. 180.1104 and 180.1105 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P.O. Box 7846, Madison, Wisconsin, 53707-7846. (If sent by Express or Priority U.S. mail, address to 30 W. Mifflin Street, 9th Floor, Madison WI 53703). The original must include an original manual signature (sec. 180.0120(3)(c), Wis. Stats.)

1. & 2. Set forth the name of the surviving PARENT corporation and the name(s) of the subsidiary corporation that is merging into the parent.
3. & 4. Provide the appropriate information in articles 3 and 4. Attach additional pages if necessary.
4. For a merger under sec. 180.1104, the articles of incorporation of the survivor may be amended only as enumerated in sec. 180.1002, Wis. Stats.
5. Enter the date of execution of the document, and the name and title of the person signing the document. At least one copy must bear an original manual signature.

If the document is executed in Wisconsin, sec. 182.01(3) Wis. Stats. provides that it shall not be filed unless the name of the drafter (either an individual or a governmental agency) is printed in a legible manner.

FILING FEES

Submit the document with a filing fee of \$50.00 for each domestic and each licensed foreign corporation that is a party to the merger. Make check payable to DEPT. OF FINANCIAL INSTITUTIONS.

ARTICLES OF MERGER OF SUBSIDIARY CORPORATION

(sec. 180.1104, Wis. Stats.)

PLAN OF MERGER

- 1. Name of the PARENT and surviving corporation: LTG Technologies Holding, Inc.
(Prior to any change effected by this merger)
- 2. Name of the SUBSIDIARY corporation: LTG Technologies, Inc.

- 3. The Manner and Basis of Converting the Shares of the subsidiary into shares, obligations or other securities of the parent or any other corporation (or into cash or other property):

In accordance with the Agreement and Plan of Merger, all issued and outstanding shares of capital stock of LTG Technologies, Inc. (the "Merging Corporation") shall automatically be canceled and void. All issued and outstanding shares of capital stock of LTG Technologies Holding, Inc. (the "Surviving Corporation") shall remain outstanding and issued to Crabtree, L.L.C., a Delaware limited liability company. The effective date of the merger shall be April 1, 1999.

- 4. (OPTIONAL) Amendments to the Articles of Incorporation of the parent corporation *(pursuant to sec. 180.1002, Wis. Stats., (as limited by sec. 180.1104(5), Wis. Stats.)*

None

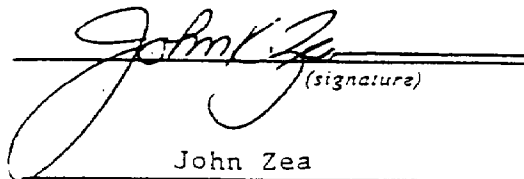
- 5. The PLAN OF MERGER was approved in accordance with sec. 180.1104, Wis. Stats.

Executed on behalf of the corporation on

March 29, 1999

(date)

This document has a delayed effective date of April 1, 1999.



(signature)

John Zea

(printed name)

President, LTC Technologies, Inc.

President, LTC Technologies Holding, Inc.

(title)

This document was drafted by Andre Fiebig
(name of individual required by law)

See REVERSE for Instructions, Suggestions, FILING FEES and PROCEDURES