

07-19-2000



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MRD
6/23/00

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

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 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

07/18/2000 NTHA11 00000080 1315634

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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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: 002104 FRAME: 0474

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="1315634"/>	<input type="text" value="1316822"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

ALLISON Z. GIFFORD

6/23/00

Name of Person Signing

Signature

Date Signed

Microfilm Number _____

Filed with the Department of State on SEP 17 1992

Entity Number 375565

[Signature]
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Victaulic Company of America

2. (Check and complete one of the following):

___The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of New Jersey and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 4901 Kesslerville Road Easton PA 18042 Northampton
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

___The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider County
Sim-Kar Lighting Fixture Co., Inc.
601 East Cayuga Street, Philadelphia, PA 19120
Philadelphia County

DSCB:15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

___The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on September 30, 1992 at 11 p.m.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>Sim-Kar Lighting Fixture Co., Inc.</u>	<u>Adopted by action of the Board of Directors of the parent corporation pursuant to 15 Pa.C.S. Sec. 1924(b)(3)</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

___Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street City State Zip

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 14th day of September, 19 92.

Victaulic Company of America
(Name of Corporation)

BY: George J. Maun
(Signature)

TITLE: Chairman of the Board

(Name of Corporation)

BY: _____
(Signature)

TITLE: _____

92 SEP 17 PH 3: 14

PA DEPT. OF STATE

EXHIBIT A

PLAN OF MERGER approved on September 8, 1992 by Victaulic Company of America, a New Jersey corporation, and by resolution adopted by its Board of Directors on said date pursuant to Title 15, Section 1924(b)(3) of the Pennsylvania Consolidated Statutes and Sections 14A:10-5 and 14A:10-7 of the New Jersey Business Corporation Act.

1. Sim-Kar Lighting Fixture Co., Inc., shall, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and pursuant to the provisions of the New Jersey Business Corporation Act, be merged into Victaulic Company of America, which shall be the surviving corporation upon the effective date of the merger in New Jersey and which is sometimes hereinafter referred to as the "parent corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of Sim-Kar Lighting Fixture Co., Inc., which is a wholly-owned subsidiary of Victaulic Company of America, and which is sometimes hereinafter referred to as the "subsidiary corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

2. The Certificate of Incorporation of the parent corporation upon the effective date of the merger in New Jersey shall be the Certificate of Incorporation of said parent corporation, and said Certificate of Incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

3. The issued shares of the subsidiary corporation shall not be converted or exchanged in any manner and the parent corporation presently owns directly all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date of the merger. Each of the issued shares of the subsidiary corporation shall be surrendered and extinguished upon the effective date of the merger in the Commonwealth of Pennsylvania. The issued shares of the parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger in the State of New Jersey shall continue to represent one issued share of the parent corporation.

4. In the event that this Plan of Merger shall have been duly approved by the parent corporation in accordance with the provisions of the New Jersey Business Corporation Act and that the merger of the subsidiary corporation into the parent corporation shall have been fully authorized in accordance with

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PA DEPT. OF STATE

the provisions of the New Jersey Business Corporation Act and, in the event that this Plan of Merger shall have been fully approved on behalf of the subsidiary corporation in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the parent corporation hereby stipulates that it will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and the laws of the Commonwealth of Pennsylvania and that it will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

5. The proper officers of the parent corporation are hereby authorized to execute Articles of Merger upon behalf of the parent corporation in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and the Board of Directors and the proper officers of the parent corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger described herein.

6. Notwithstanding the full approval of this Plan of Merger by the parent corporation in accordance with the provisions of the New Jersey Business Corporation Act and the full authorization of the merger in accordance therewith, and notwithstanding the approval and adoption of this Plan of Merger on behalf of the subsidiary corporation in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, this Plan of Merger may be terminated at any time prior to the effective date and hour of this Plan of Merger and of the merger described herein in the event that the Board of Directors of the parent corporation shall so determine.

7. The effective date and hour of this Plan of Merger and of the merger described herein, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania shall govern the same, shall be September 30, 1992 at 11:00 P.M.

CERTIFICATE OF MERGER

of

SIM-KAR LIGHTING FIXTURE CO., INC.
(a Pennsylvania corporation)

into

VICTAULIC COMPANY OF AMERICA
(New Jersey corporation)

MGB
FILED

SEP 29 1992

DANIEL J. DALTON
Secretary of State

0797542

To the Secretary of State
State of New Jersey

Pursuant to the provisions of Sections 14A:10-5 and 14A:10-7 of the New Jersey Business Corporation Act, the New Jersey parent business Corporation hereinafter named does hereby certify that:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Pennsylvania is Sim-Kar Lighting Fixture Co., Inc. ("SKL").

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey, is Victaulic Company of America ("Victaulic").

3. The number of outstanding shares of SKL is 1,000, all of which are of one class, and all of which are owned by Victaulic.

4. The following is the Plan of Merger for merging SKL into Victaulic as approved by the Board of Directors of Victaulic on September 8, 1992:

"1. Victaulic Company of America ("Victaulic"), a New Jersey corporation and the owner of all of the outstanding shares of Sim-Kar Lighting Fixture Co., Inc. ("SKL"), a Pennsylvania corporation, hereby merges SKL into Victaulic pursuant to the provisions of the Pennsylvania Consolidated Statutes and the New Jersey Business Corporation Act.

2. Victaulic shall assume all of the obligations of SKL.

3. The separate existence of SKL shall cease upon the effective date of the merger pursuant to the provisions of the Pennsylvania Consolidated Statutes and Victaulic shall continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

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4. The issued shares of SKL shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

5. The issued shares of Victaulic shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Victaulic.

6. The proper officers of Victaulic are hereby authorized and directed to execute and file the documents prescribed by the laws of the Commonwealth of Pennsylvania and the State New Jersey, and by the laws of any other appropriate jurisdiction and to take all necessary acts within the Commonwealth of Pennsylvania and the State New Jersey and in any other appropriate jurisdiction to effectuate the merger described herein."

5. Neither the certificate of incorporation of Victaulic nor the certificate of incorporation of SKL requires the approval of its shareholders to authorize the merger herein certified.

6. The applicable provisions of the Pennsylvania Consolidated Statutes relating to the merger of SKL into Victaulic will have been complied with upon compliance with the filing and recording requirements thereof.

7. Victaulic will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

8. The merger herein certified shall become effective in the State of a New Jersey as of the close of business on September 30, 1992.

Dated as of September 14, 1992.

SIM-KAR LIGHTING FIXTURE CO., INC.

By: 
Name: George F. Naumann
Title: Chairman of the Board

VICTAULIC COMPANY OF AMERICA

By: 
Name: George F. Naumann
Title: Chairman of the Board