

08-25-2000

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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TM05/REV03



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Docket No.:

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

1. Name of conveying party(ies): 7.14.00
Enviro Pack, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Minnesota**
 Other _____

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Clean Green Packing Company

Internal Address: _____

Street Address: 720 Florida Avenue

City: Golden Valley State: MN ZIP: 55426

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Minnesota**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: NOVEMBER 3, 1997

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

Additional numbers

B. Trademark Registration No.(s)

1,793,289

Yes No

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

Name: James R. Haller

Internal Address: Fredrikson & Byron, P.A.

Street Address: 900 Second Avenue South
1100 International Centre

City: Minneapolis State: MN ZIP: 55402

6. Total number of applications and registrations involved:..... 1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

Enclosed 40E
 Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

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.

James R. Haller, Esq. James R. Haller 14 July 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and



State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Joan Anderson Growe, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: ENVIROPACK, INC.

MN: EPI ACQUISITION CORP.

State of Formation and Name of Surviving Entity:

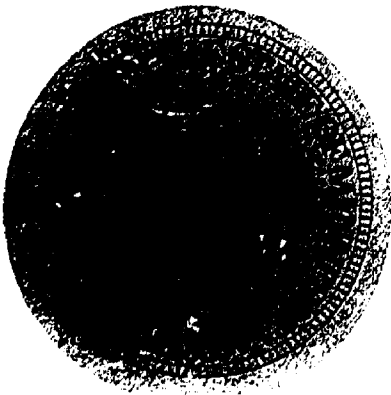
MN: EPI ACQUISITION CORP.

Effective Date of Merger: November 3, 1992

Name of Surviving Entity After Effective Date of Merger:

CLEAN GREEN PACKING COMPANY

This certificate has been issued on: November 3, 1992.



Joan Anderson Growe
Secretary of State.

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ARTICLE 3 OF MERGER
OF
ENVIROPACK, INC.
with and into
EPI ACQUISITION CORPORATION

These Articles of Merger reflect the merger of ENVIROPACK, INC., a Minnesota corporation (hereinafter "EPI"), with and into EPI Acquisition Corp., a Minnesota corporation (hereinafter "Subsidiary") which is a wholly owned subsidiary of Environmental Technologies USA, Inc., a Minnesota corporation (hereinafter "ETI"). Pursuant to the requirements of Minnesota Statutes Section 302A.615, each of the constituent corporations certifies as follows:

(a) The Plan of Merger, which has been approved by each corporation pursuant to Chapter 302A of Minnesota Statutes, is as follows:

SECTION 1. THE MERGER

1.1. Transfer of Property and Liabilities. Upon the Effective Date (defined as the date of filing Articles of Merger with the Secretary of State of the State of Minnesota) of the Merger, the separate existence of EPI shall cease; all of the outstanding shares of stock and securities of EPI shall be exchanged for and converted into shares of stock and securities of ETI, as hereinafter provided; and upon the filing of these Articles of Merger with the Secretary of State of Minnesota in accordance with Section 302A.615 of the Minnesota Business Corporation Act, Subsidiary, as the Surviving Corporation, shall possess all the rights, privileges, immunities, powers, and purposes, and all the property, real and personal, causes of action, and every other asset of EPI, and shall assume and be liable for all liabilities, obligations, and penalties of EPI.

1.2. Surviving Corporation. Following the Merger, the existence of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities, and powers, and subject to all the duties and liabilities, of a corporation organized under the laws of the State of Minnesota. The Articles of Incorporation and Bylaws of Subsidiary, as in effect immediately prior to the Effective Date, shall continue in full force and effect, and except as provided in Section 1.3, shall not be changed in any manner by the Merger.

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1.3. Name. The name of the Surviving Corporation shall be changed as of the Effective Date to "CLEAN GREEN PACKING COMPANY".

SECTION 2. CONVERSION OF SHARES, WARRANTS AND OPTIONS

2.1. Exchange Ratio. As of May 18, 1992, EPI has outstanding 2,577,979 shares of Common Stock, par value \$0.01 per share (the "EPI Common Stock") and options, warrants and other rights or agreements or arrangements for the issuance of shares of Common Stock (the "EPI Common Stock Equivalents") with respect to an additional 541,017 shares of EPI Common Stock. As of May 18, 1992, ETI had outstanding 3,074,463 shares of Common Stock, par value \$0.01 per share, (the "ETI Common Stock") and options, warrants and other rights or agreements or arrangements for the issuance of securities outstanding (the "ETI Common Stock Equivalents") with respect to an additional 2,185,672 shares of ETI Common Stock. Subject to adjustments referred to below, on the Effective Date, the EPI securities, both shares of Common Stock and Common Stock Equivalents, shall be exchanged for ETI Common Stock and ETI warrants or ETI Common Stock Equivalents as follows:

- (1) **Common Stock of EPI.** Each share of EPI Common Stock issued and outstanding immediately prior to the Effective Date shall, without any further action on the part of ETI, Subsidiary or holder of such shares, be converted by virtue of the Merger into 1.090975 shares of ETI Common Stock plus a 5-year warrant for the purchase of 0.465779 shares of ETI Common Stock at an exercise price of \$1.75 per whole share.
- (2) **EPI Common Stock Equivalents.** The EPI Common Stock Equivalents outstanding immediately prior to the Effective Date, shall, without any further action on the part of ETI, Subsidiary or any holder of such securities, and whether or not such EPI Common Stock Equivalents are then immediately exercisable in full, be converted on the Effective Date into immediately exercisable rights to purchase 1.090975 shares of ETI Common Stock, plus a warrant (which expires five years from the Effective Date) to purchase 0.465779 shares of ETI Common Stock at an exercise price of \$1.75 per whole share (at an exercise price per share equal to .916611 times the exercise price per share applicable to the EPI Common Stock Equivalent), with other terms of the EPI Common Stock Equivalent remaining unchanged except as otherwise adjusted as provided herein.

- (3) **Adjustments Due to Reverse Stock Split.** Upon completion prior to the Effective Date of the proposed one-for-two reverse stock split of ETI the exchange ratios in Section 2.1.(1) above shall decrease to 0.545487 shares, the number of shares subject to the warrant shall be 0.232889 shares with an exercise price of \$3.50 per whole share, and the exchange ratios in Section 2.1.(2) above shall decrease to 0.545487 shares and the number of shares subject to the warrant shall be 0.232889 shares with the per share exercise price of the ETI Common Stock Equivalents at twice the exercise price per share of the EPI Common Stock Equivalents times .916611.
- (4) **Adjustments Due to Increases in Outstanding ETI Common Stock and Common Stock Equivalents.** In the event that on or before the Effective Date the sum of the number of outstanding shares of ETI Common Stock and ETI Common Stock Equivalents increases by more than the number of shares issuable as a result of the issuance of 300,000 units consisting of a share of stock and a warrant to purchase two shares of stock (the "Units") [and other than as a result of securities issued or issuable on or about the Effective Date pursuant to a proposed public offering of securities by ETI], then the exchange ratio applicable to the EPI Common Stock and EPI Common Stock Equivalents shall be adjusted (increased) so that the sum of (i) the ETI Common Stock and ETI Common Stock Equivalents with respect to the warrants exchanged under Section 2.1(1) above and (ii) the ETI Common Stock Equivalents exchanged under Section 2.1(2) above shall be as close as possible to 48% of the total of all ETI Common Stock and ETI Common Stock Equivalents outstanding immediately prior to the Effective Date which are in excess of ETI Common Stock and ETI Common Stock Equivalents attributable to 300,000 Units.
- (5) **Limitations on Resale.** For the period commencing on the Effective Date and ending on April 30, 1993, no resales in the public market shall be made of ETI Common Stock or ETI Common Stock Equivalents issued in exchange for EPI securities. A restrictive legend to such effect shall be placed on ETI certificates so issued, and stop transfer instructions to such effect shall be placed with ETI's transfer agent, if any, or on ETI's transfer records.

2.2. **Fractional Shares.** No fractional shares of ETI Common Stock, and no ETI Common Stock Equivalents for a fractional share, shall be issued as a result of the Merger, but all fractional interests shall be rounded up to the next whole number.

2.3. **Dissenting Shareholders.** Notwithstanding the other provisions of this Section 2.1 any shares of EPI Common Stock as to which the holder thereof shall have validly exercised

dissenters' rights under the Minnesota Business Corporation Act shall have only such rights as are granted under such Act.

2.4. Shares of Subsidiary. None of the issued shares of Subsidiary shall be converted as a result of the Merger, but all of such shares shall remain issued share of capital stock of the Surviving Corporation.

2.5. Exchange and Issuance of Certificates. As promptly as practicable after the Effective Date:

(1) each holder of an outstanding certificate or certificates which prior thereto represented Common Stock of EPI shall surrender the same and such holders shall be entitled upon such surrender to receive in exchange therefore certificates representing the appropriate number of shares of and warrants to purchase an appropriate number of shares of, ETI Common Stock.

(2) each holder of an outstanding document or agreement or instrument which prior thereto represented or evidenced an EPI Common Stock Equivalent shall either surrender the same, in the case of an option or warrant or an instrument, or present evidence of the same, in the case of another agreement, and such holders shall be entitled upon such surrender or presentation to receive in exchange therefor or on account of such presentation, a similar option agreement, warrant or agreement evidencing the appropriate ETI Common Stock Equivalent which is exchanged for the EPI Common Stock Equivalent. Failure of a holder of EPI Common Stock or EPI Common Stock Equivalent to submit certificates or evidence for exchange shall not affect the rights of such holder, but until submitted for exchange or conversion the holder will not be entitled to distributions, if any are declared. Until surrendered each outstanding certificate which prior to the Effective Date represented shares of EPI Common Stock shall be deemed for all purposes to evidence the ownership of the number of shares of ETI Common Stock and warrants issuable pursuant to Section 2.1.(1), and evidence of a right to shares which prior to the Effective Date properly evidenced EPI Common Stock Equivalents shall be deemed for all purposes to evidence the appropriate ETI Common Stock Equivalents issuable pursuant to Section 2.1.(2).

(b) The surviving corporation is EPI Acquisition Corp. and following the merger its name shall be CLEAN GREEN PACKING COMPANY.

(c) Except for the change of name referred to in paragraph (b) above, no other amendments to the Articles of Incorporation of the surviving corporation were proposed as part of the merger.

(d) The Plan of Merger was duly adopted by resolution of the Board of Directors of EPI at a meeting of said Board duly called and held on October 16, 1992, at which a quorum was present and acting throughout. Said Plan of Merger was thereafter duly submitted to the shareholders of EPI at a Special Meeting of Shareholders duly called and held on November 3, 1992. At said Special Meeting of Shareholders of EPI, said Plan of Merger was approved by

vote of the shareholders of EPI in accordance with Minnesota Statutes Section 302A.613, Subdivision 2.

(e) The Plan of Merger was duly adopted by unanimous written consent of the Board of Directors of Subsidiary on October 15, 1992, and was duly approved by written consent of ETI as sole shareholder of Subsidiary on October 15, 1992, in accordance with Minnesota Statutes Section 302A.441.

EPI ACQUISITION CORP.
a Minnesota corporation

ENVIROPACK, INC.
a Minnesota corporation

By *Rollin Boyd*
Title: *CEO*

By *Stephen C. Merton*
Title: *President*

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV - 3 1992

Jan Anderson
Secretary of State

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