

09-18-2000



FORM COVER SHEET  
MARKS ONLY

8-14-00

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Com

101460264

use record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Baja Trading Co., Inc.

Individual  Association  
 General Partnership  Limited Partnership  
 Corporation-State: New York  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
Name: Baja Trading Co., Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 5005 South Nagel Avenue  
City: Chicago State: IL ZIP: 60638

Individual(s) citizenship: \_\_\_\_\_  
 Association: \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation-State: Illinois  
 Other \_\_\_\_\_

Additional name(s) & address(es) attached:  Yes  No  
A domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment)

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: February 22, 2000

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

A. Trademark Application No(s) \_\_\_\_\_ B. Trademark Registration No(s) 1,080,542  
1,087,044

Additional numbers attached?  Yes  No

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

Name: J. Pieter van Es  
Address: BANNER & WITCOFF, LTD.  
Suite 3000  
Ten South Wacker Drive  
Chicago, Illinois 60606

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR §3.41): \$ 80.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit Account No 01-0850  
(Attach duplicate copy of this page if paying by deposit account.)

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.*

J. Pieter van Es J Pieter van Es August 8, 2000  
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:  
09/15/2000 DNGUYEN 00000305 1080542

01 FC:481 40.00 OP  
02 FC:482 25.00 OP  
03 FC:998 15.00 OP

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

# State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF MERGER OF  
BAJA TRADING CO., INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 11TH day of JULY A.D. 2000 and of the Independence of the United States the two hundred and 25TH .



*Jesse White*

Secretary of State

(Rev. Jan. 1999)

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
http://www.sos.state.il.us

**SUBMIT IN DUPLICATE**

**FILED**

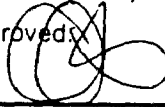
JUL 11 2000

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 7/11/00

Filing Fee \$ 100.00

Approved: 

**DO NOT SEND CASH!**  
Remit payment in check or money  
order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger or  
consolidation involves more than 2  
corporations, \$50 for each additional  
corporation.

1. Names of the corporations proposing to ~~consolidate~~<sup>merge</sup> ~~exchange shares~~ and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Baja Trading Co., Inc.</u>	<u>Illinois</u>	<u>6086-356-3</u>
<u>Baja Trading Co., Inc.</u>	<u>New York</u>	<u>Not applicable</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~<sup>surviving</sup> corporation: Baja Trading Co., Inc.

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~<sup>merger</sup> ~~exchange~~ is as follows: See attached Plan of Merger

5. Plan of consolidation merger was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

*(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each Illinois corporation)*

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
Baja Trading Co., Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, \_\_\_\_\_.  
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated February 22, 2000  
 (Month & Day) (Year)

attested by Joseph Klomes  
 (Signature of Secretary or Assistant Secretary)

Joseph Klomes, Secretary  
 (Type or Print Name and Title)

Baja Trading Co., Inc.  
 (Exact Name of Corporation)

by Joanne Velasquez  
 (Signature of President or Vice President)

Joanne Velasquez, President  
 (Type or Print Name and Title)

Dated February 22, 2000  
 (Month & Day) (Year)

attested by Joseph Klomes  
 (Signature of Secretary or Assistant Secretary)

Joseph Klomes, Secretary  
 (Type or Print Name and Title)

Baja Trading Co., Inc.  
 (Exact Name of Corporation)

by Joanne Velasquez  
 (Signature of President or Vice President)

Joanne Velasquez, President  
 (Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
 (Month & Day) (Year)

attested by \_\_\_\_\_  
 (Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
 (Type or Print Name and Title)

\_\_\_\_\_  
 (Exact Name of Corporation)

by \_\_\_\_\_  
 (Signature of President or Vice President)

\_\_\_\_\_  
 (Type or Print Name and Title)

C-195.8