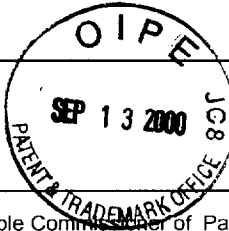


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09-25-2000

Form PTO 1595  
1-31-92



RECORD  
TRA



101467610

U.S. Department of Commerce  
Patent and Trademark Office

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

1. Name of conveying party(ies): 9-13-00  
 Pfanstiehl Laboratories, Inc.  
 Address: 1219 Glen Rock Avenue  
 City: Waukegan State: IL Zip: 60085

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State (IL)  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
 Pfanstiehl Laboratories, Inc.  
 Address: 1219 Glen Rock Avenue  
 City: Waukegan State: IL Zip: 60085

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State (DE)  
 Other \_\_\_\_\_

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: December 26, 1997

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 registrations number(s):

A. Trademark Application No.(s) \_\_\_\_\_ B. Trademark Registration No.(s) 834,560

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name Wallenstein & Wagner, Ltd.  
 Street Address: 311 S. Wacker Drive, 53rd Floor  
 City: Chicago State: IL Zip: 60606-6622

6. Total number of applications and Registrations involved: 1

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

Enclosed  
 Authorized to be charged to deposit account (ADDITIONAL AMOUNTS ONLY)

8. Deposit account number: 23-0280  
 (Attach duplicate copy of this page if paying by deposit account)

09/25/2000 DNGUYEN 00000565 834560  
 01 FC:461  
 40.00 OP

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.*

Daniel N. Christus Reg. No. 29,626 Daniel N. Christus September 5, 2000  
 Name of Person Signing Signature Date

W&W File No.: 708W001 Total number of pages comprising cover sheet: 1

# AGREEMENT AND PLAN OF MERGER

of

PFANSTIEHL LABORATORIES, INC., an Illinois corporation

with and into

PFANSTIEHL LABORATORIES, INC., a Delaware corporation,

with

PFANSTIEHL LABORATORIES, INC., a Delaware corporation,

continuing as the surviving corporation

Agreement and Plan of Merger, dated as of December 1, 1997 (the "Agreement"), between Pfanstiehl Laboratories, Inc., a Delaware corporation ("PLI (DE)" or the "surviving corporation"), and Pfanstiehl Laboratories, Inc., an Illinois corporation ("PLI (IL)" (which two corporations are hereinafter sometimes collectively called the "constituent corporations").

The respective authorized capital of the constituent corporations is as follows:

1. PLI (DE) has an authorized capital of 20,000 shares of Class A common stock, par value \$.01 per share ("PLI (DE) Class A Common Stock"), two (2) of which were issued and outstanding on November 26, 1997; and 180,000 shares of non-voting Class B common stock, par value \$.01 per share (the "PLI (DE) Class B Common Stock"), none of which were issued and outstanding on December 1, 1997.

2. PLI (IL) has an authorized capital of 100,000 shares of common stock, par value \$10 per share ("PLI (IL) Common Stock"), 10,000 shares of which were issued and outstanding on November 15, 1997; and 2,000 shares of preferred stock, par value \$1,000 per share, 742 of which were outstanding on December 1, 1997.

The laws of the State of Delaware permit the merger of one or more foreign business corporations with and into a domestic business corporation.

The respective boards of directors of the constituent corporations deem it advisable and in the best interests of their respective corporations and stockholders that the corporations merge (the "Merger").

NOW, THEREFORE, the stockholders of the constituent corporations agree each with the other that PLI (IL) shall be merged with and into PLI (DE), with PLI (DE) continuing as the surviving corporation, in accordance with the laws of the State of Delaware, and agree upon and prescribe the terms and conditions of the Merger, the mode of carrying it into effect and the manner and basis of converting the shares of PLI (IL) into shares of the surviving corporation, as follows:

FIRST: This Agreement has been submitted to and adopted and approved by the stockholders entitled to vote thereon of each of the constituent corporations as provided by the applicable laws of the State of Delaware. If this Agreement is not terminated as contemplated by Article "ELEVENTH", an agreement and plan of merger, executed in accordance with the laws of the States of Delaware and Illinois, shall be filed with the Secretary of State of Delaware and the Secretary of State of Illinois.

SECOND: At the Effective Time of the Merger, PLI (IL) shall be merged with and into PLI (DE) and the separate existence of PLI (IL) shall cease. The constituent corporations shall become a single corporation which shall be PLI (DE), which shall continue in existence as the surviving corporation and continue to be a Delaware corporation.

THIRD: At the Effective Time of the Merger, the Certificate of Incorporation of PLI (DE) shall continue to be the Certificate of Incorporation of the surviving corporation until amended in accordance with the laws of the State of Delaware and the provisions of such Certificate of Incorporation.

FOURTH: At the Effective Time of the Merger, the bylaws of PLI (DE) shall be the bylaws of the surviving corporation until amended or repealed in the manner provided by law, such bylaws or the Certificate of Incorporation of the surviving corporation.

FIFTH: The directors and officers of PLI (IL) immediately prior to the Effective Time of the Merger shall, when the Merger becomes effective, become the directors and officers of the surviving corporation and each shall hold office for the term for which he or she was previously elected and until his or her successor is elected or appointed and qualified or until his or her earlier death, resignation, or removal.

SIXTH: The treatment of the shares of the constituent corporations and the manner of converting such shares into shares of the surviving corporation shall be as follows:

1. At the Effective Time of the Merger:

(a) Each of the 10,000 shares of PLI (IL) Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and shall be converted into 1 share of PLI (DE) Class A Common Stock and 43,200 shares of PLI (DE) Class B Common Stock, for a total of 10,000 shares of PLI (DE) Class A Common Stock and 43,200 shares of PLI (DE) Class B Common Stock.

(b) If the holder of any shares of PLI (IL) Common Stock issued and outstanding immediately prior to the Effective Time shall, in accordance with the applicable provisions of Section 262 of the Delaware General Corporation Law, as amended, become entitled to receive payment for the fair value of such shares, such payment shall be made by PLI (IL), as the surviving corporation.

2. At the Effective Time of the Merger the two (2) shares of PLI (DE) Class A Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled.

SEVENTH: At the Effective Time of the Merger, the surviving corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as private nature, of each constituent corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest, of or belonging to or due to each constituent corporation, shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed; and title to any real estate, or any interest therein, vested in each constituent corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that the surviving corporation shall be responsible and liable for all the liabilities and obligations of each constituent corporation; and any claim existing or action or proceeding pending by or against each constituent corporation may be prosecuted to judgment as if the Merger had not taken place, or the surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of each constituent corporation shall be impaired by the Merger.

EIGHTH: When the Merger becomes effective, the assets and liabilities of the constituent corporations shall be recorded in the accounting records of the surviving corporation at the amounts at which they shall be carried at that time in the accounting records of the constituent corporations, subject to such adjustments or eliminations as may be made in accordance with generally accepted accounting principles.

NINTH: If at any time the surviving corporation shall consider or be advised that any further assignment, assurance or other action is necessary or desirable to vest in the surviving corporation the title to any property or right of PLI (IL) or otherwise to carry out the purposes of this Agreement, the proper directors and officers of the surviving corporation shall execute and make all such proper assignments or assurances and take such other actions. The proper directors and officers of the surviving corporation are hereby authorized in the name of PLI (IL), or otherwise, to take any and all such action.

TENTH: At any time prior to the Effective Time of the Merger, this Agreement may be terminated and abandoned by PLI (IL) by appropriate resolution of its board of directors. In the event of such termination and abandonment, this Agreement shall become void and none of its respective shareholders, directors or officers may be held liable in respect to such termination or abandonment.

State of Illinois  
Office of  
The Secretary of State

Whereas,

ARTICLES OF MERGER OF  
PFANSTIEHL LABORATORIES, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE 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, George H. Ryan, 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 26TH day of DECEMBER A.D. 19 97 and of the Independence of the United States the two hundred and 22ND .



*George H. Ryan*

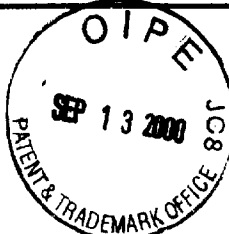
Secretary of State

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

File # 3457-103-1

Rev. Jan. 1995)

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961



**FILED**

DEC 26 1997

**PAID**

JAN 05 1998

**GEORGE H. RYAN  
SECRETARY OF STATE**

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 12/26/97

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 of more than 2 corpo-  
rations, \$50 for each additional cor-  
poration.

Names of the corporations proposing to merge, and the state or country of their incorporation:  
consolidate  
exchange shares

Name of Corporation State or Country Of Incorporation Corporation File No.

Pfanstiehl Laboratories, Inc. Delaware NR

Pfanstiehl Laboratories, Inc. Illinois 34571031

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

Delaware

(a) Name of the surviving corporation: Pfanstiehl Labortories, Inc.  
new  
acquiring

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

Plan of merger consolidation is as follows:  
exchange

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

See Attached.

**EXPEDITED**

DEC 26 1997

**SECRETARY OF STATE  
TRADEMARK**

REEL: 002146 FRAME: 0270

merger

Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the exchange laws of the 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 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

Pfanstiehl Laboratories, Inc. (DE)	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Pfanstiehl Laboratories, Inc. (IL)	<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"/>

(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:

- a. 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.
- b. 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
- c. 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:

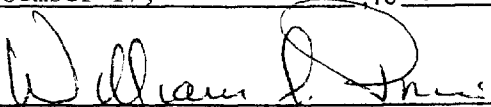
Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 \_\_\_\_\_, 19 \_\_\_\_\_.

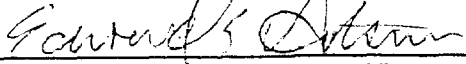
Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(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.)

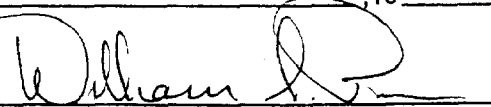
The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom firms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 17, \_\_\_\_\_, 19 97  
 Witnessed by   
 (Signature of Secretary or Assistant Secretary)

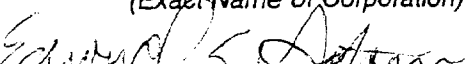
William S. Price, Secretary  
 (Type or Print Name and Title)

Pfanstiehl Laboratories, Inc. (IL)  
 (Exact Name of Corporation)  
 by   
 (Signature of President or Vice President)

Edward S. Holstein, Executive Vice President  
 (Type or Print Name and Title)

Dated December 17 \_\_\_\_\_, 19 97  
 Witnessed by   
 (Signature of Secretary or Assistant Secretary)

William S. Price, Secretary  
 (Type or Print Name and Title)

Pfanstiehl Laboratories, Inc. (DE)  
 (Exact Name of Corporation)  
 by   
 (Signature of President or Vice President)

Edward S. Holstein, Executive Vice President  
 (Type or Print Name and Title)

Dated \_\_\_\_\_, 19 \_\_\_\_\_  
 Witnessed 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)