

10-16-2000

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

101487663

MFD 9-29-00

**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  Change of Name

Other

Effective Date  
Month Day Year

**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

10/13/2000 NTHA11 00000282 1220571

FOR OFFICE USE ONLY

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

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 002155 FRAME: 0688**

**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="1,220,571"/>	<input type="text" value="694,510"/>	<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.

Alexander M. Kim



9/25/00

Name of Person Signing

Signature

Date Signed

## State of Delaware

## Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"THE RANSOHOFF COMPANY", A MICHIGAN CORPORATION,

WITH AND INTO "RANSOHOFF COMPANY" UNDER THE NAME OF "RANSOHOFF COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1990, AT 12:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2249851 8100M

950221075

AUTHENTICATION:

7655127

DATE:

09-27-95

TRADEMARK

REEL: 002155 FRAME: 0690

CERTIFICATE AND AGREEMENT OF MERGER

12-28-90

THIS CERTIFICATE AND AGREEMENT OF MERGER is made this 27th day of December, 1990, by and between RANSOHOFF COMPANY, a Delaware corporation ("Surviving Corporation") and THE RANSOHOFF COMPANY, a Michigan corporation ("Merging Corporation" and sometimes collectively referred to with the Surviving Corporation as the "Constituent Corporations").

## RECITALS:

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Delaware, whose authorized capital stock consists of One Million One Hundred Thousand (1,100,000) shares of voting common stock, One (\$.01) Cent per share par value. As of the date of the resolution adopting the merger, no shares of the Surviving Corporation have been issued.

B. The Merging Corporation is a corporation organized and existing under the laws of the State of Michigan whose authorized capital stock consists of One Million One Hundred Thousand (1,100,000) shares of voting common stock, One (\$.01) Cent per share par value.

C. The Board of Directors of the Surviving Corporation and Board of Directors and Shareholders of the Merging Corporation have deemed it advisable and in the best interest of each of said corporations and the shareholders of the Merging Corporation that the Merging Corporation merge into the Surviving Corporation with the Surviving Corporation the survivor thereof, pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and pursuant to Section 252 of the Delaware Corporation Law, Section 735 of the Michigan Business Corporation Act, and in accordance with the terms and provisions herein set forth.

NOW, THEREFORE, in consideration of the premises herein contained and the benefits to be derived from the mutual observance of the covenants and provisions hereinafter set forth, the parties hereto agree as follows:

1. Merger. Effective as of the Effective Date (as defined in Section 2 hereof), the Merging Corporation shall cease to exist as a separate legal entity, and the Merging Corporation shall be merged into the Surviving Corporation, which shall be the survivor thereof. All interests of and belongings of the Merging Corporation shall be, as of the Effective Date hereof, deemed transferred to and vested in the

Surviving Corporation without further act or deed. The Surviving Corporation shall have all of the rights, privileges, immunities and franchises, public or private, of each of the Constituent Corporations. All of the property and assets of the Merging Corporation, real, personal or mixed, tangible or intangible, of every kind and nature, wheresoever located, shall be, as of the Effective Date hereof, deemed transferred to and vested in the Surviving Corporation, without further act or deed. The title to any real property, or any interest therein, which interest shall have been vested in the Merging Corporation prior to the Effective Date hereof, shall not thereafter revert or be in any way impaired because of the merger. All debts, liabilities and obligations of the Merging Corporation shall, as of the Effective Date hereof, attach to the Surviving Corporation, and the Surviving Corporation hereby assumes all of the same to the same extent as if such debts, liabilities and obligations had been incurred or contracted by the Surviving Corporation.

2. Effective Date. This merger, pursuant to this Certificate and Agreement of Merger, shall be effective as of the date of approval by, and filing with, the Delaware Secretary of State.

3. Articles of Incorporation. The plan of merger, as herein set forth, does not amend the Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation as in effect as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date, until the same shall be thereafter altered, amended or repealed.

4. By-Laws. The By-Laws of the Surviving Corporation as in effect as of the Effective Date shall be the By-Laws of the Surviving Corporation from and after the Effective Date, until the same shall be thereafter altered, amended or repealed.

5. Conversion of Shares. As of the Effective Date, each share of the issued and outstanding common stock of the Merging Corporation shall, as a result of the merger, be exchanged for shares of the stock of the Surviving Corporation in the ratio of one share of stock of the Merging Corporation for one share of the stock of the Surviving Corporation; and the shares of common stock of the Merging Corporation shall then be cancelled and the Merging Corporation shall then be deemed to be merged into the Surviving Corporation. After the Effective Date of the merger, each holder of an outstanding certificate or certificates theretofore representing common shares of the Merging Corporation shall surrender the same to the Surviving Corporation for this purpose and shall receive in exchange therefor a certificate or certificates representing a number of whole shares of common stock of the Surviving Corporation into which such shares have been converted. Until surrendered, each

outstanding certificate which, prior to the Effective Date of the merger represented common shares of the Merging Corporation, upon and after the Effective Date of the merger, shall represent for all purposes the number of shares of common stock of the Surviving Corporation into which such common shares of the Merging Corporation are thereby converted.

6. Adoption of Plan. The plan of merger herein set forth has been duly adopted, approved, executed and acknowledged by the Surviving Corporation and the Merging Corporation, pursuant to Section 252 of the Delaware Corporation Law and Section 735 of the Michigan Business Corporation Act, respectively, and a duly authorized officer of each of said Corporations has certified to this fact, which certification is attached hereto and made a part hereof by reference.

7. Termination of Merger. Anything contained herein to the contrary notwithstanding, this Certificate and Agreement of Merger may be amended or terminated at any time prior to the Effective Date of the merger to the extent permitted by Section 252 of the Delaware Corporation Law and Section 735 of the Michigan Business Corporations Act.

9. Governing Law. This Certificate and Agreement of Merger, and the performance hereunder, shall be construed and interpreted in accordance with the laws of the State of Delaware.

10. Subsequent Documents. Subsequent to the Effective Date hereof, each party hereto agrees to execute, deliver and file such documents, in appropriate form, as shall be necessary to effectuate the merger and to consummate such other transactions as are contemplated hereunder.

IN WITNESS WHEREOF,, the parties hereto have caused this instrument to be duly executed as of the day and year first above written.

**"SURVIVING CORPORATION"**

RANSOHOFF COMPANY, a Delaware corporation

Attested to:

R. Jamison Williams, Jr.  
Its Secretary

By: Michael J. Rowny  
Chairman

**"MERGING CORPORATION"**

THE RANSOHOFF COMPANY, a Michigan corporation

Attested to:

R. Jamison Williams, Jr.  
Its Secretary

By: Michael J. Rowny  
Chairman

0243M

**RANSOHOFF COMPANY**  
**CERTIFICATE OF SECRETARY**

I, R. Jamison Williams, Jr., hereby certify that:

1. I am the duly elected and qualified Secretary and keeper of the corporate records of Ransohoff Company, a Delaware corporation (the "Corporation").

2. As of the date of this Certificate, there are no outstanding shares issued by the Corporation.

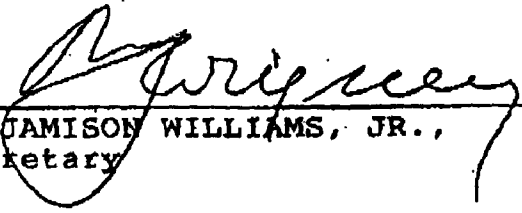
3. The following is a true and complete copy of resolutions which were adopted at the First Meeting of the Board of Directors of the Corporation on the 20th day of December, 1990, in accordance with the applicable law and Bylaws of the Corporation:

RESOLVED, that the Certificate and Agreement of Merger be entered into between the Corporation and The Ransohoff Company, a Michigan Corporation ("Ransohoff"), which provides for, among other things, the receipt by all of Ransohoff's current shareholders of one share of the Corporation's common stock for one share of Ransohoff, with the Corporation being the survivor of the merger. Additionally, the Corporation will assume all of the outstanding obligations of Ransohoff.

FURTHER RESOLVED, that any officer of the Corporation, for and on behalf of the Corporation, is authorized to do any and all things and to execute and consummate any and all documents, agreements and/or instruments necessary to fully effect the intent and purpose of the foregoing resolutions.

4. That the foregoing resolutions adopted by the Board of Directors of the Corporation are in conformity with the Articles of Incorporation and Bylaws of the Corporation; that there is no provision in the Articles of Incorporation or Bylaws of the Corporation limiting the authority of the Board of Directors to adopt the foregoing resolutions.

5. That the foregoing resolutions adopted by the Board of Directors are still in full force and effect without modification or alteration on the date of this Certificate.

  
\_\_\_\_\_  
R. JAMISON WILLIAMS, JR.,  
Secretary

Dated: December 27, 1990

0245M

- 2 -