

REC

11-03-2000



FEET

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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):

M.A. Hanna Company

10-20-00

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Certificate of Consolidation
- Merger
- Change of Name

Nunc Pro Tunc

Execution Date: August 31, 2000

2. Name and address of receiving party(ies)

Name: PolyOne Corporation

Internal Address: _____
Street Address: 200 Public Square
Suite 36-5000

City: Cleveland State: OH ZIP: 44114-2304

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Ohio
- Other

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 patent number(s):

A. Trademark Application No.(s)

See Appendix A
attached hereto

B. Trademark Registration No.(s)

See Appendix A
attached hereto

Additional numbers attached? Yes No

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

Name: Meredith M. Wilkes, Esq.
Jones, Day, Reavis & Pogue
Internal Address: _____

Street Address: North Point
901 Lakeside Avenue

City: Cleveland State: OH ZIP: 44114

6. Total number of applications and registrations involved: 43

7. Total fee (37 CFR 3.41).....\$ 1,090.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501432

(Attach duplicate copy of this page if paying by deposit account)

11/06/2000 RANMED1 0000023 301432 979670

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 1050.00 CH

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.

Deborah A. Satoran
Name of Person Signing

Deborah A. Satoran
Signature

10-18-00
Date

Total number of pages including cover sheet, attachments, and document: 12

APPENDIX A

<u>REGISTRATION NO.</u>	<u>GRANT DATE</u>	<u>MARK</u>
979,670	February 26, 1974	FREEZ DRI
981,475	April 2, 1974	EM PEE (Stylized)
1,110,723	January 9, 1979	[design of pilgrim's head]
1,132,000	April 1, 1980	COLONIAL (Stylized)
1,461,916	October 20, 1987	HT SERIES
1,605,544	July 10, 1990	HT PLUS (and design)
1,683,548	April 21, 1992	MULTI-PURGE
1,885,722	March 21, 1995	AMERICA'S COMPOUNDER
1,941,468	December 12, 1995	HYDRO FLO
1,978,675	June 4, 1996	MAXXAM
2,018,278	November 19, 1996	POS
2,024,412	December 17, 1996	HANNA PDQ
2,052,381	April 15, 1997	CREATING THE RIGHT MIX
2,065,402	May 27, 1997	EDGEGL0
2,098,882	September 23, 1997	MONMOUTH
2,125,186	December 30, 1997	CHASE IMAGE
2,169,529	June 30, 1998	HANNA FX
2,169,531	June 30, 1998	COMPETE
2,207,656	December 1, 1998	FASTMARK
2,214,632	December 29, 1998	W WILSON (and design)
2,216,905	January 12, 1999	PPROTINT
2,224,279	February 16, 1999	NITEBRITE
2,226,541	February 23, 1999	WAVE
2,226,542	February 23, 1999	CHASE WAVE
2,232,872	March 16, 1999	CELPRO
2,239,616	April 13, 1999	HANNASPHERE
2,241,935	April 27, 1999	HOLOFLAKE
2,243,498	May 4, 1999	TRANSFLECT
2,303,370	December 28, 1999	HANNA IMAGE ANALYSIS
2,324,354	February 29, 2000	EDGETEK
2,324,355	February 29, 2000	NYMAX
2,329,026	March 14, 2000	M.A. HANNA
2,329,062	March 14, 2000	M.A. HANNA

APPLICATION NO.FILING DATEMARK

75/646,730

February 23, 1999

M.A. HANNA

75/669,716

March 29, 1999

DURMAX

75/669,721

March 29, 1999

ELASTAMAX

75/844,907

November 10, 1999

SPEEDECOLOR

75/844,908

November 10, 1999

SPEED SHADE

75/845,851

November 10, 1999

SPEEDECOLOR

76/068,427

June 13, 2000

POLYONE

76/068,650

June 13, 2000

POLYONE

76/070,573

June 15, 2000

POLYONE

76/077,543

June 22, 2000

ZIP

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 CONSOLIDATION, WHICH CONSOLIDATES:

"CONSOLIDATION CORP.", A OHIO CORPORATION,

"THE GEON COMPANY", A DELAWARE CORPORATION,

"M. A. HANNA COMPANY", A DELAWARE CORPORATION,

INTO A NEW CORPORATION UNDER THE NAME OF "POLYONE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 2000, AT 12:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

Edward J. Freel, Secretary of State

3282235 8100M

AUTHENTICATION: 0651062

001442029

DATE: 08-31-00

TRADEMARK
REEL: 002167 FRAME: 0624

CERTIFICATE OF CONSOLIDATION

OF

THE GEON COMPANY, M. A. HANNA COMPANY

AND

CONSOLIDATION CORP.

INTO

POLYONE CORPORATION

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, the undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
The Geon Company	Delaware
M. A. Hanna Company	Delaware
Consolidation Corp.	Ohio

SECOND: That the Agreement and Plan of Consolidation, dated May 7, 2000, as amended, by and between M. A. Hanna Company, The Geon Company and Consolidation Corp. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the resulting corporation is PolyOne Corporation, an Ohio corporation.

FOURTH: That the Articles of Incorporation of PolyOne Corporation shall be as set forth in Exhibit A and attached hereto, and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Ohio.

FIFTH: That the executed Agreement and Plan of Consolidation is on file at the principal place of business of PolyOne Corporation at One Geon Center, Avon Lake, Ohio 44012-0122.

SIXTH: That a copy of the Agreement and Plan of Consolidation will be furnished by PolyOne Corporation, on request and without cost, to any stockholder of The Geon Company or M.A. Hanna Company or any shareholder of Consolidation Corp.

SEVENTH: That PolyOne Corporation may be served with process in the State of Delaware in any proceeding of enforcement of any obligation of any constituent corporation, as well as for enforcement of any obligation of PolyOne Corporation arising from the consolidation, that PolyOne Corporation irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and that a copy of such process may be mailed by the Secretary of State to PolyOne Corporation at the following address: One Geon Center, Avon Lake, Ohio 44012-0122.

IN WITNESS WHEREOF, the undersigned corporations have caused this Certificate of Consolidation to be signed by their respective authorized officers, on the 31st day of August, 2000.

THE GEON COMPANY

By: 

Gregory L. Rutman
Secretary

M.A. HANNA COMPANY

By: 

John S. Pyke, Jr.
Secretary

CONSOLIDATION CORP.

By: 

Gregory L. Rutman
Secretary

ARTICLES OF INCORPORATION

OF

POLYONE CORPORATION

FIRST: The name of the Corporation is: PolyOne Corporation.

SECOND: The place in the State of Ohio where the principal office of the Corporation shall be located is in the City of Cleveland, County of Cuyahoga.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be formed under the General Corporation Law of the State of Ohio as from time to time in effect.

FOURTH: The total authorized capital stock of the Corporation shall be four hundred forty million (440,000,000) shares consisting of four hundred million (400,000,000) common shares, par value \$.01 per share (the "Common Shares"), and forty million (40,000,000) preferred shares, par value \$.01 per share (the "Series Preferred Shares").

The preferences, relative, participating, optional or other special rights, qualifications, limitations, restrictions, voting powers and privileges of each class of the Corporation's capital stock shall be as follows:

I. COMMON SHARES

(a) *Issuance.* Common Shares may be issued from time to time in such amounts and for such purposes as shall be determined by the Board of Directors of the Corporation.

(b) *Voting Rights.* Except as otherwise required by law and the provisions of these Articles of Incorporation and except as provided by the resolution or resolutions of the Board of Directors creating or amending any series of the Series Preferred Shares, the holders of the Common Shares of the Corporation possess full voting power for the election of directors and for all other purposes.

(c) *Dividends.* Subject to the requirements of law, these Articles of Incorporation, as amended from time to time, and the resolution or resolutions of the Board of Directors creating or modifying any series of the Series Preferred Shares, the holders of Common Shares shall, after payment in full of all dividends to which holders of the Series Preferred Shares shall be entitled, be entitled to receive such dividends as and when the same may be declared from time to time by the Board of Directors of the Corporation out of funds legally available therefor.

(d) *Liquidation.* Subject to the requirements of law, these Articles of Incorporation, as amended from time to time, and the resolution or resolutions of the Board of

Directors creating or modifying any series of the Series Preferred Shares, the holders of the Common Shares shall, in the event of any liquidation, dissolution or other winding up of the Corporation, whether voluntary or involuntary, and after all holders of the Series Preferred Shares shall have been paid in full the amounts to which they respectively shall be entitled, be entitled to receive all the remaining assets of the Corporation of whatever kind, such assets to be distributed pro rata to the holders of the Common Shares.

II. SERIES PREFERRED SHARES

(a) *Issuance.* The Series Preferred Shares may be issued in one or more series as shall from time to time be created and authorized to be issued by the Board of Directors as hereinafter provided.

(b) *Authority Of the Board Of Directors.* The Board of Directors is hereby expressly authorized, by resolution or resolutions from time to time adopted to amend these Articles of Incorporation to provide for the issuance of any series of the Series Preferred Shares and to determine, to the extent not otherwise provided by law, the designations, powers, preferences and relative, participating, optional and other special rights, if any, of the shares of each series of the Series Preferred Shares, and the qualifications, limitations and restrictions thereof, including (but without limiting the generality of the foregoing) any of the following:

(i) the number of shares to constitute such series (which number may at any time, or from time to time, be increased or decreased by the Board of Directors, notwithstanding that shares of the series may be outstanding at the time of such increase or decrease, unless the Board of Directors shall have otherwise provided in creating such series) and the distinctive name and serial designation thereof;

(ii) the annual dividend rate or rates and the date on which the first dividend on shares of such series shall be payable and all subsequent dividend payment dates;

(iii) whether dividends are to be cumulative or non-cumulative, the participating or other special rights, if any, with respect to the payment of dividends and the date from which dividends on all shares of such series issued prior to the record date for the first dividend shall be cumulative (such dividends shall be cumulative only if and to the extent set forth in a certificate filed pursuant to law);

(iv) whether any series shall be subject to redemption and, if so, the manner of redemption and the redemption price or prices for such series, which may consist of a redemption price or scale of redemption prices applicable only to redemption for a sinking fund (which terms as used in this clause shall include any fund or provisions for the periodic purchase or retirement of shares), and a different redemption price or scale of redemption prices applicable to any other redemption;

(v) whether or not the shares of such series shall be subject to the operation of a purchase, retirement or sinking fund, and, if so, whether such purchase, retirement or sinking fund shall be cumulative or non-cumulative, the extent to and the manner in which such fund shall be applied to the purchase or redemption of the shares of such

series for retirement or for other corporate purposes and the terms and provisions relative to the operation thereof;

(vi) the terms, if any, upon which shares of such series shall be convertible into, or exchangeable for, or shall have rights to purchase or other privileges to acquire shares of any other class or of any other series of the same or any other class, including the price or prices or the rate or rates of conversion, exchange, purchase or acquisition and the terms of adjustment, if any;

(vii) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or making of other distributions on, and upon the purchase, redemption, or other acquisition of, the Common Shares or any other series or class of stock of the Corporation ranking junior to the shares of such series, either as to dividends or upon liquidation;

(viii) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issuance of any additional shares of any class (including additional shares of such series of the Series Preferred Shares) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and

(ix) the voting rights of any such series, if any, which may be full, limited, or denied.

FIFTH: The business of the Corporation shall be managed under the direction of the Board of Directors except as otherwise provided by law. The number of Directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Code of Regulations. Election of Directors need not be by written ballot unless the Code of Regulations of the Corporation shall so provide.

SIXTH:

(a) A Director of the Corporation shall under no circumstances have any personal liability to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director except for those breaches and acts or omissions with respect to which the General Corporation Law of the State of Ohio, as from time to time amended, expressly provides that this provision shall not eliminate or limit such personal liability of Directors. Neither the modification nor repeal of this paragraph (a) of this Article SIXTH nor any amendment to the General Corporation Law of the State of Ohio that does not have retroactive application shall limit the right of Directors hereunder to exculpation from personal liability for any act or omission occurring prior to such amendment, modification or repeal.

(b) The Corporation shall indemnify each Director and Officer of the Corporation to the fullest extent permitted by applicable law, except as may be otherwise provided in the Code of Regulations of the Corporation. Neither the modification nor repeal of paragraph (b) of this Article SIXTH nor any amendment to the General Corporation Law of the State of Ohio that does not have retroactive application shall limit the right of Directors and

Officers hereunder to indemnification with respect to any act or omission occurring prior to such modification, amendment or repeal.

SEVENTH: Except as may be otherwise provided in any designation of the terms of Series Preferred Shares, Shareholders of the Corporation shall not have the right to vote cumulatively in the election of Directors.

EIGHTH: Except as may be otherwise provided in any designation of the terms of Series Preferred Shares, Shareholders of the Corporation shall not have the pre-emptive right, by reason of their status as Shareholders, to purchase securities offered or sold by the Corporation.

NINTH: The Corporation, by action of its Board of Directors, and without action by its Shareholders, may, from time to time, purchase its own shares of any class in accordance with the provisions of the General Corporation Law of the State of Ohio; and such purchase may be made either in the open market, or at public or private sales, in such manner and amounts, from such holder or holders of outstanding shares of the Corporation and at such price as the Board of Directors shall, from time to time, determine.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Shareholders herein are granted subject to this reservation. Notwithstanding anything to the contrary contained in these Articles of Incorporation, the affirmative vote of the holders of at least three-quarters of the voting power of the Corporation, voting together as a single class, shall be required to amend or repeal, or adopt any provision inconsistent with, Article FIFTH, Article SEVENTH, Article EIGHTH, Article NINTH, or this Article TENTH; provided, however, that this Article TENTH shall not alter the voting entitlement of shares that, by virtue of any Preferred Share Designation, are expressly entitled to vote on any amendment to these Articles of Incorporation.

ELEVENTH: Any and every statute of the State of Ohio hereafter enacted, whereby the rights, powers or privileges of corporations or of the Shareholders of corporations organized under the laws of the State of Ohio are increased or diminished or in any way affected, or whereby effect is given to the action taken by any number, less than all, of the Shareholders of any such corporation, shall apply to the Corporation and shall be binding not only upon the Corporation but upon every Shareholder of the Corporation to the same extent as if such statute had been in force at the date of filing these Articles of Incorporation in the office of the Secretary of State of Ohio.