

11-16-2000

10-05-2000



101517756

Docket No.

29340.0

1050

Tab setting

To the Honorable Commissioner of Patent...

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Pacific Western Extruded Plastics Company

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

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

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

Name: **Eagle Pacific Industries, Inc.**

Internal Address: **Suite 2880**

Street Address: **222 South Ninth Street**

City: **Minneapolis** State: **MN** ZIP: **55402**

- 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 No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

3. Nature of conveyance:

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

Execution Date: **20 September 1999**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,421,923 1,802,723 1,651,939
1,723,768

Additional numbers Yes No

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

Name: **David C. West**

Internal Address: **Fredrikson & Byron, P.A.**

1100 International Centre

Street Address: **900 Second Avenue South**

City: **Minneapolis** State: **MN** ZIP: **55402**

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

4

7. Total fee (37 CFR 3.41):.....\$ **115.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

11/15/2000 MHAI1 00000107 1421923

01 10:48: 40.00 GP
02 10:48: 75.00 GP

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.

Jill A. Burton

Name of Person Signing

Signature

29 September 2000

Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

61-876

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Mary Kiffmeyer, 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:

DE: PACIFIC WESTERN EXTRUDED PLASTICS COMPANY

MN: EAGLE PACIFIC INDUSTRIES, INC.

State of Formation and Name of Surviving Entity:

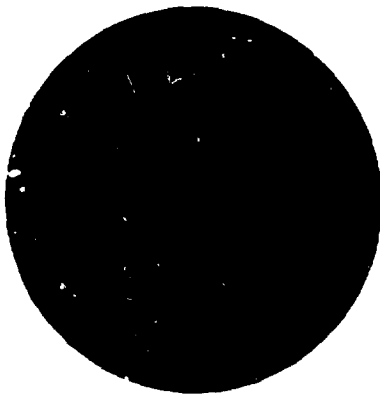
MN: EAGLE PACIFIC INDUSTRIES, INC.

Effective Date of Merger: September 20, 1999

Name of Surviving Entity After Effective Date of Merger:

EAGLE PACIFIC INDUSTRIES, INC.

This certificate has been issued on September 20, 1999.



Mary Kiffmeyer
Secretary of State.

ARTICLES OF MERGER
OF
PACIFIC WESTERN EXTRUDED PLASTICS COMPANY
(a Delaware corporation)

INTO

EAGLE PACIFIC INDUSTRIES, INC.
(a Minnesota corporation)

Pursuant to the provisions of Section 302A.621 of the Minnesota Business Corporation Act, the following Articles of Merger are executed on the date hereinafter set forth:

FIRST: Attached hereto as Exhibit A is a copy of a Plan of Merger to merge Pacific Western Extruded Plastics Company, a Delaware corporation (the "Subsidiary"), into Eagle Pacific Industries, Inc., a Minnesota corporation and the surviving corporation (the "Parent").

SECOND: The Plan of Merger has been approved by the Parent pursuant to Section 302A.621 of the Minnesota Business Corporation Act.

THIRD: The Subsidiary has 1,000 outstanding shares, all of which are owned by the Parent.

FOURTH: The Plan of Merger shall be effective as of the close of business on September 20, 1999.

Dated: September 20, 1999

EAGLE PACIFIC INDUSTRIES, INC.

By: 
William H. Spell, CEO

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EXHIBIT A

PLAN OF MERGER WITH PACIFIC WESTERN EXTRUDED PLASTICS COMPANY

RESOLVED, that the following Plan of Merger of Pacific Western Extruded Plastics Company ("PW Pipe") into Eagle Pacific Industries, Inc. ("Eagle") be and it hereby is adopted and approved:

Eagle, as the owner of all of the outstanding shares of PW Pipe, shall merge PW Pipe into Eagle in accordance with the provisions of Section 253 of the Delaware General Corporation Laws and Section 302A.621 of the Minnesota Business Corporation Act.

In connection with such merger, Eagle, as the surviving corporation, shall assume all of the obligations of PW Pipe outstanding at the effective time of the merger.

The shares of PW Pipe shall not be converted into shares of Eagle but shall, at the effective time of the merger, be surrendered and extinguished without payment of any cash or the delivery of any other consideration.

Pursuant to Section 252(d) of Delaware General Corporation Law, Eagle agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of PW Pipe, as well as for enforcement of any obligation of Eagle arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of Delaware General Corporation Law, and irrevocably appoints the Delaware Secretary of State as Eagle's agent to accept service of process in any such suit or other proceedings, a copy of such service may be mailed by the Delaware Secretary of State to Eagle at the address listed below.

FURTHER RESOLVED, that the President and Chief Executive Officer of the Company be and they hereby are authorized and directed to execute Articles of Merger embodying the foregoing Plan and to cause the same to be filed for record in the manner required by law.

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

SEP 20 1999

Henry Hiffman
Secretary of State