

12-04-2000



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

11.14.00

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

1. Name of conveying party(ies):

VAN LEER METALLIZED PRODUCTS  
(USA) LIMITED

- Individual(s)
- General Partnership
- Limited Partnership
- Corporation - of the State of Delaware

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

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

Name:  
PROMA Technologies Inc.

Street Address:  
24 Forge Park  
Franklin, MA 02038

- Individual(s) citizenship:
- Association
- General Partnership
- Limited Partnership
- Corporation - State of Delaware
- Other

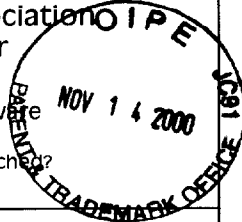
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: January 18, 2000



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

A. Trademark Application No(s).

B. Trademark Registration No(s).

1,737,630; 1,980,480; and 2,162,907

Additional numbers attached?  Yes  No

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

YOUNG & THOMPSON  
Second Floor  
745 South 23rd Street  
Arlington, VA 22202

6. Total number of applications and registrations involved:

3(three)

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No. 25-0120

(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.

Lauren Terry  
Name of Person Signing

Lauren Terry  
Signature

November 14, 2000  
Date

Total number of pages including cover sheet: [7]

State of Delaware  
Office of the Secretary of State

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PAGE 1

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:

"VAN LEER METALLIZED PRODUCTS (USA) LIMITED", A DELAWARE CORPORATION,

WITH AND INTO "VAN LEER LEASING, INC." UNDER THE NAME OF "PROMA TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O' CLOCK A.M.



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001521199

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0748923

DATE: 10-23-00

TRADEMARK  
REEL: 002185 FRAME: 0564

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Merger Agreement"), dated as of January 18, 2000, is among Prisma Technologies Holdings, Inc., a Delaware corporation ("Holdings"), Van Leer Leasing, Inc., a Delaware corporation ("Sub I"), and Van Leer Metallized Products (USA) Limited, a Delaware corporation ("Sub II").

WITNESSETH:

WHEREAS, Sub I has an authorized capitalization consisting of 1,000 shares of common stock, par value \$0.01 per share ("Sub I Common Stock"), 1,000 of which are issued and outstanding and owned by Holdings;

WHEREAS, Sub II has an authorized capitalization consisting of 1,000 shares of common stock, par value \$1.00 per share ("Sub II Common Stock"), 1 of which is issued and outstanding and owned by Holdings;

WHEREAS, the parties hereto desire to effect a merger (the "Merger") of Sub II with and into Sub I in accordance with the General Corporation Law of the State of Delaware, upon the terms and conditions set forth herein, with Sub I to be the surviving corporation;

WHEREAS, the respective Boards of Directors of Sub I and Sub II have adopted resolutions approving this Merger Agreement and the Merger and declaring their advisability and recommending the submission of the Merger Agreement and the Merger to their sole stockholder Holdings at an annual or special meeting for the purpose of acting thereon and such sole stockholder has approved the Merger Agreement and Merger pursuant to a Unanimous Written Consent dated the date hereof.

NOW, THEREFORE, in consideration of the foregoing and the agreements herein, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, and intending to be legally bound hereby, Holdings, Sub I and Sub II hereby agree as follows:

1. Merger. At the Effective Time (as defined below), Sub II shall merge with and into Sub I, with Sub I being the surviving corporation (the "Surviving Corporation"), and the separate corporate existence of Sub II shall cease. The Surviving Corporation shall survive the Merger and shall succeed to and assume all the rights and obligations of Sub II.
2. Effective Time. The Merger shall be consummated and shall become effective upon the filing with the Secretary of State of Delaware of this Merger Agreement, executed and filed accordance with the General Corporation Law of the State of Delaware (the time the Merger becomes effective being referred to as the "Effective Time").
3. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of Sub I as they exist at the Effective Time shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation following the Effective Time, until amended or repealed in accordance with the provisions thereof, except that upon filing of this Merger Agreement with the Secretary of State of Delaware, the Certificate of Incorporation shall be

amended to change the name of the Surviving Corporation, set forth in Article 1 of the Certificate of Incorporation, to "Proma Technologies, Inc."

4. Directors and Officers. The directors and officers of Sub II at the Effective Time will remain the directors and officers of the Surviving Corporation following the Effective Time, until changed in accordance with applicable law and the Certificate of Incorporation and Bylaws of the Surviving Corporation.

5. Effect of Merger on Outstanding Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

(a) Each share of Sub II Common Stock outstanding immediately prior to the Effective Time or held in the treasury of Sub II shall be cancelled and retired and cease to exist, and no consideration shall be issued therefor.

(b) Each share of Sub I Common Stock outstanding immediately prior to the Effective Time shall be changed and converted into and shall become one share of common stock, par value \$0.01 per share of the Surviving Corporation.

6. Effects of the Merger. The Merger will have the effects set forth in Section 259 of the General Corporation Law of the State of Delaware. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, powers and franchises of Sub I and Sub II shall vest in the Surviving Corporation, and all debts, liabilities and duties of Sub I and Sub II shall become the debts, liabilities and duties of the Surviving Corporation.

7. Other Provisions.

(a) Entire Agreement. This Merger Agreement contains the entire agreement of the parties hereto, and supersedes any prior written or oral agreements between them concerning the subject matter contained herein.

(b) Counterparts. In order to facilitate the execution of this Merger Agreement, the same may be executed in two or more counterparts, each of which will be deemed to be an original and the same agreement.

(c) Further Assurances. If at any time the Surviving Corporation considers or is advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title, or interest of Sub I or Sub II held immediately prior to the Effective Time, Sub I and Sub II and their respective proper officers and directors shall execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Corporation as are necessary to carry out the purposes of this Merger Agreement, and the Surviving Corporation and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Sub I and Sub II or otherwise.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Holdings, Sub I and Sub II have caused this Merger Agreement to be executed as of the day and year first above written.

PROMA TECHNOLOGIES HOLDINGS, INC.,  
a Delaware corporation

By: Andrew A. Thomas  
Andrew A. Thomas  
Vice President and Secretary

VAN LEER LEASING, INC.,  
a Delaware corporation

By: Andrew A. Thomas  
Andrew A. Thomas  
Vice President and Secretary

VAN LEER METALLIZED PRODUCTS (USA)  
LIMITED,  
a Delaware corporation

By: Andrew A. Thomas  
Andrew A. Thomas  
Vice President and Secretary

**CERTIFICATE OF SECRETARY**  
**OF**  
**VAN LEER METALLIZED PRODUCTS (USA) LIMITED**

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Pursuant to Section 251 of the  
Delaware General Corporation Law

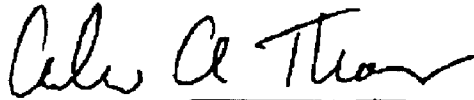
January 18, 2000

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I, Andrew A. Thomas, hereby certify that I am the Vice President and Secretary of Van Leer Metallized Products (USA) Limited, a Delaware corporation (the "Company"), and do hereby further certify that the Agreement and Plan of Merger dated as of January 18, 2000 (attached hereto as Annex A) was approved by Unanimous Written Consent of the Sole Stockholder of the Company dated as of January 18, 2000

In witness whereof, the undersigned has signed this Certificate as of the date first written above.

Van Leer Metallized Products (USA) Limited



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Andrew A. Thomas  
Vice President and Secretary

**CERTIFICATE OF SECRETARY**

**OF**

**VAN LEER LEASING, INC.**

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**Pursuant to Section 251 of the  
Delaware General Corporation Law**

**January 18, 2000**

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I, Andrew A. Thomas, hereby certify that I am the Vice President and Secretary of Van Leer Leasing, Inc., a Delaware corporation (the "Company"), and do hereby further certify that the Agreement and Plan of Merger dated as of January 18, 2000 (attached hereto as Annex A) was approved by Unanimous Written Consent of the Sole Stockholder of the Company dated as of January 18, 2000

In witness whereof, the undersigned has signed this Certificate as of the date first written above.

Van Leer Leasing, Inc.



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Andrew A. Thomas  
Vice President and Secretary

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