

01-24-2001

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 8809.129-US-01

RECORDA
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Atwater Group, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other: _____

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

2. Name and address of receiving party(ies):
Brown & Bigelow, Inc.
345 Plato Boulevard East
St. Paul, Minnesota 55164

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
 (Designations must be separate document from Assignment)

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

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

Execution Date: September 8, 1988

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)/ Mark(s) B. Trademark Reg. No.(s)/Mark(s)
 800,248/STARDUST & Design

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Linda M. Byrne
 Address: MERCHANT & GOULD P.C.
 P.O. Box 2910
 Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Linda M. Byrne *Linda M. Byrne* January 8, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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10:00 AM

Michael H. ...
SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP AND MERGER

merging

BROWN & B ACQUISITION CORPORATION

into

ATWATER GROUP, INC.

(and changing the name of the
surviving corporation to
Brown & Bigelow, Inc.)

Brown & B Acquisition Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

1. Brown & B Acquisition Corporation was incorporated in the State of Delaware on March 24, 1988 ("Acquisition").
2. Atwater Group, Inc. was incorporated in the State of Delaware on January 4, 1983 ("Atwater").
3. Acquisition owns all of the outstanding shares of each class of stock of Atwater.
4. Acquisition desires to effectuate a "downstream" merger of itself into Atwater pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware ("GCL").
5. On September 8, 1988, the Board of Directors of Acquisition, by unanimous written action pursuant to Section 141(f) of the GCL:

RESOLVED, that Acquisition shall be merged into Atwater and pursuant to this merger the separate existence of Acquisition shall cease ("the Merger").

RESOLVED, that the corporation surviving the Merger shall exist under and be governed by the GCL ("the Surviving Corporation").

RESOLVED, that the Merger shall become effective on September 10, 1988, provided that by that date the required Certificate of Ownership and Merger, together with any other documents required by law to effectuate the Merger, are properly executed and filed with the Secretary of State of the State of Delaware ("the Effective Time").

RESOLVED, that at the Effective Time, by virtue of the Merger, the following shall occur:

1. Name of Surviving Corporation. The name of the Surviving Corporation shall be Brown & Bigelow, Inc.
2. Certificate of Incorporation. Pursuant to Sections 251(e) and 253(c) of the GCL, the certificate of incorporation of the Surviving Corporation shall automatically be amended to be of the form attached hereto as Exhibit A and made a part hereof.
3. By-Laws. The by-laws of Atwater shall become the by-laws of the Surviving Corporation. However, the name of the Surviving Corporation in those by-laws is hereby changed to the name set forth above.
4. Officers and Directors. The officers and directors of Atwater shall become the officers and directors of the Surviving Corporation.
5. Stock of Atwater. The holders of stock in Atwater shall have the right to surrender their Atwater stock for the same number of shares of that same kind of stock in the Surviving Corporation. Unless and until so surrendered, each share of stock of Atwater shall automatically be converted into one share of stock of that same kind in the Surviving Corporation without any action on the part of the holders thereof.
6. Stock of Acquisition. Each share of stock of Acquisition shall be cancelled and shall be considered void.
7. Rights and Liabilities. The Surviving Corporation shall possess all of the rights, privileges, powers and franchises of each of the constituent corporations in the Merger. All property (whether real or personal or mixed), all debts due on any account, all choses in action, and every other interest of the constituent corporations or belonging to the constituent corporations shall vest in the Surviving Corporation without any further act or deed. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the constituent corporations in the Merger.
8. Pending Actions. Any action or proceeding pending by or against either constituent corporation in the Merger shall be prosecuted as if the Merger had not taken place. Alternatively, the Surviving Corporation may be substituted in such action or proceeding.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands on this 8th day of September, 1988.

BROWN & B ACQUISITION CORPORATION

By: W.D. Smith
WILLIAM D. SMITH, President

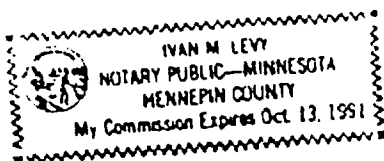
ATTEST:

William D. Smith, Jr.
WILLIAM SMITH, Jr., Assistant Secretary

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On September 8, 1988, William D. Smith and William Smith, Jr., to me personally known, appeared before me and identified themselves as the duly elected and acting President and Assistant Secretary, respectively, of Brown & B Acquisition Corporation, a Delaware corporation, and stated that they executed the foregoing instrument on behalf of said Corporation, by authority of its Board of Directors, as their free act and deed, and that the facts stated therein are true.

Ivan M. Levy
Notary Public



**CERTIFICATION OF
APPROVAL BY STOCKHOLDERS**

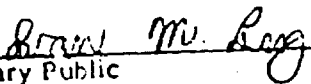
The undersigned, William Smith, Jr., the duly elected and acting Assistant Secretary of Brown & B Acquisition Corporation, a Delaware corporation, hereby certifies that on September 8, 1988, the merger proposed herein and all of the resolutions set forth above were unanimously approved by the stockholders of Brown & B Acquisition Corporation entitled to vote thereon in a written action executed on such date by said stockholders pursuant to Section 228 of the General Corporation Law of the State of Delaware.



WILLIAM SMITH, JR.

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On September 8, 1988, William Smith, Jr., to me personally known, appeared before me and identified himself as the duly elected and acting Assistant Secretary of Brown & B Acquisition Corporation, a Delaware corporation, and stated that he executed the foregoing Certification in his capacity as Assistant Secretary, as his free act and deed, and that the facts stated therein are true.



Notary Public

