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01-29-2001



Docket No.:

75415/7

Tab settings

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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):
United Export Corporation *1-16-01*

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

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

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

Name: **ABRO INDUSTRIES, INC.**

Internal Address: _____

Street Address: **P.O. Box 1174**

City: **South Bend** State: **IN** ZIP: **46624**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Indiana**
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **January 1, 2001**

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

A. Trademark Application No.(s)

76/063,953 **76/153,379**
75/330,633
75/487,632

Additional numbers Yes No

B. Trademark Re

1,103,736
2,161,554
2,337,675

01-16-2001
U.S. Patent & TMO/TM Mail Rpt Dt. #70

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

Name: **Gerard T. Gallagher**

Internal Address: **Baker & Daniels**

Street Address: **205 West Jefferson Blvd.**

Suite 250

City: **South Bend** State: **IN** ZIP: **46601**

6. Total number of applications and registrations involved:..... **7**

7. Total fee (37 CFR 3.41):.....\$ **\$190.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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.

Gerard T. Gallagher *[Signature]* **January 10, 2001**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

6

State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER
of
ABRO INDUSTRIES INC

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

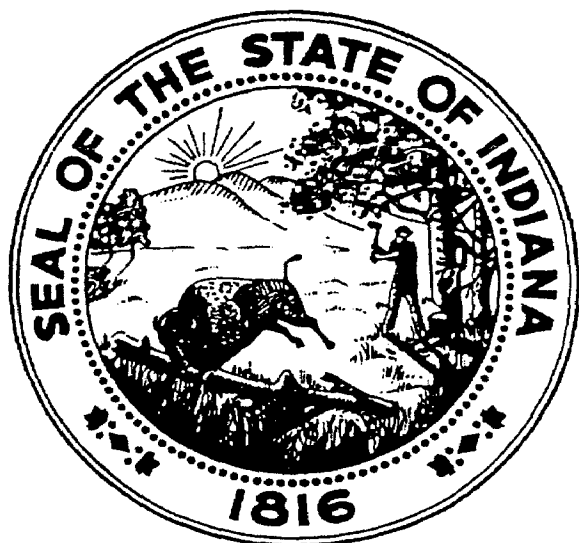
The following non-surviving entity(s):

UNITED EXPORT CORPORATION
a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:

ABRO INDUSTRIES INC

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, January 01, 2001.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 6, 2000.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

197703-729 / 2000121166508

TRADEMARK
REEL: 002221 FRAME: 0528

FILED

John A. ...
SECRETARY OF STATE OF INDIANA

ARTICLES OF MERGER OF
UNITED EXPORT CORPORATION
INTO
ABRO INDUSTRIES, INC.

Pursuant to IC 23-1-40-1 et seq., the corporations described herein, desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is: ABRO Industries, Inc.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated in this state on: March 28, 1977.

ARTICLE III

The name of the nonsurviving corporation is: United Export Corporation

The state of domicile of the nonsurviving corporation is: Indiana

The date of incorporation of the nonsurviving corporation is: January 12, 1944.

ARTICLE IV

The Plan of Merger, containing the information required by IC 23-1-40-1, is set forth in Exhibit A, which is attached hereto and made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows:

The merger/share exchange was approved by the Board of Directors. No shareholder action was required pursuant to I.C. 23-1-40-4, since this is a merger of subsidiary and parent, with the parent owning one hundred percent (100%) of the outstanding shares of the subsidiary.

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows:

The merger/share exchange was approved by the Board of Directors. No shareholder action was required pursuant to I.C. 23-1-40-4, since this is a merger of subsidiary and parent, with the parent owning one hundred percent (100%) of the outstanding shares of the subsidiary.

ARTICLE VII

These Articles of Merger will be effective at 12:01 a.m. on January 1, 2001.

Dated this 4th day of December, 2000.

Abro Industries, Inc.

United Export Corporation

By: *John P. Bueary*
Title: President

By: *John P. Bueary*
Title: President

PLAN AND AGREEMENT OF MERGER

This is a Plan and Agreement of Merger ("Plan") between ABRO Industries, Inc., an Indiana corporation ("Surviving Corporation") and United Export Corporation, an Indiana corporation ("Merging Corporation").

ARTICLE 1. PLAN OF MERGER

1.01 **Plan Adopted.** A Plan of the Merging Corporation into the Surviving Corporation, pursuant to the provisions of Title 23 of the Indiana Code and Section 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

- (a) The Merging Corporation shall be merged with and into the Surviving Corporation, to exist and be governed by the laws of the State of Indiana;
- (b) The name of the Surviving Corporation shall be ABRO Industries, Inc.;
- (c) Upon the effective date of the merger, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved, unimpaired, limited in lien to the property affected by the liens immediately prior to the merger;
- (d) Effective as of January 1, 2001, the Surviving Corporation shall take all steps necessary to become the successor sponsoring employer of the retirement plan maintained by the Merging Corporation and known as the "United Export Corporation Profit Sharing Plan" (the "Plan") and assigned Plan Number 001. Periods of employment with the Merging Corporation shall be taken into account for all purposes under the Plan in accordance with the requirements of Section 414(a) of the Internal Revenue Code of 1986. However, nothing in this instrument shall be construed as requiring the Surviving Corporation to continue to maintain the Plan for any specified period of time;
- (e) The Surviving Corporation will carry on business with the assets of the Merging Corporation, as well as with its own assets;
- (f) The Surviving Corporation is the subsidiary of the Merging Corporation. Peter F. Baranay, the sole shareholder of the Merging Corporation shall be the sole shareholder of the Surviving Corporation. Upon the effective date of this Plan, the seventy-nine (79) shares of the Merging Corporation held by Peter F. Baranay shall be converted to seventy-nine (79) shares of the Surviving Corporation, and the shares of the Surviving Corporation held by the Merging Corporation shall be canceled; and
- (g) Peter F. Baranay, currently the sole shareholder of the Merging Corporation, shall be the sole shareholder of the Surviving Corporation.

1.02 **Effective Date.** The effective date of the merger ("Effective Date") shall be January 1, 2001 at 12:01 a.m.

ARTICLE 2. DIRECTORS AND OFFICERS

2.01 Directors and Officers of the Surviving Corporation.

- (a) The present Board of Directors of the Surviving Corporation shall continue to serve as the Board of Directors of the Surviving Corporation after the merger until the next annual meeting or until their successors have been elected and qualified; and
- (b) All persons who, as of the Effective Date, are executive or administrative officers of the Surviving Corporation shall remain as officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation determine otherwise.

ARTICLE 3. ARTICLES AND BYLAWS

3.01 Articles of Incorporation and By-Laws of Surviving Corporation. Pursuant to Title 23 of the Indiana Code, the Articles of Incorporation and the By-Laws of the Merging Corporation shall be and constitute the Articles of Incorporation and By-Laws of the Surviving Corporation.

IN WITNESS WHEREOF, this Plan is executed on this 4th day of December, 2000, by the undersigned parties.

ABRO INDUSTRIES, INC.

UNITED EXPORT CORPORATION

By: *Antonio F. Beccary*

By: *Antonio F. Beccary*

Title: President

Title: President