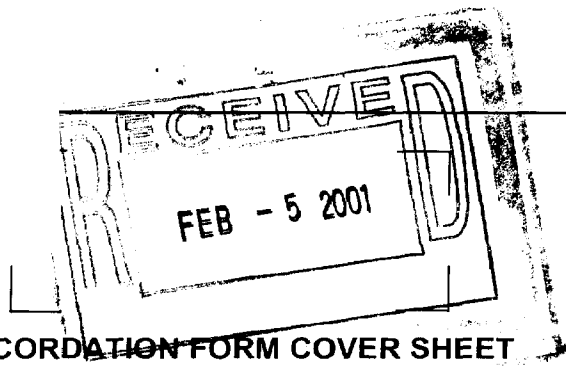


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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

2-5-01

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Harbison-Fischer Manufacturing Co.

Execution Date
Month Day Year
12-31-91

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Texas

Receiving Party

Mark if additional names of receiving parties attached

Name HARBISON-FISCHER, INC.

DBA/AKA/TA

Composed of

Address (line 1) P.O. Box 2477

Address (line 2)

Address (line 3) Fort Worth

City

TEXAS

State/Country

76113-2477

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

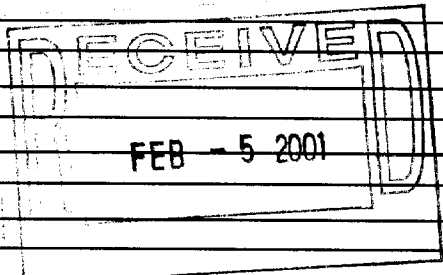
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="651,326"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

WARREN B. KICE


Signature


Date Signed

Name of Person Signing



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of the State of Texas, hereby certifies that the attached Articles of Merger of

HARBISON-FISCHER MANUFACTURING CO.
a Texas corporation
WITH
HARBISON-FISCHER, INC.
a Delaware no permit corporation

have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Dated DECEMBER 31, 19 91.

Effective DECEMBER 31, 19 91 at XXXXXXXXXXXXXXXXXXXX a.m./p.m.



John Hannah Jr
Secretary of State

jk

Team 1/Certif. of Merger/AB Enbanc/07/91

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ARTICLES OF MERGER OF
DOMESTIC PARENT CORPORATION
INTO FOREIGN SUBSIDIARY

DEC 31 1991
Corporations Section

Pursuant to Article 5.16 of the Texas Business Corporation Act, HARBISON-FISCHER MANUFACTURING CO. ("Parent Corporation") has adopted the following Articles of Merger for the purpose of merging with and into HARBISON-FISCHER, INC. ("Subsidiary Corporation").

1. The names of the corporation to be merged and the state under the laws of which they are respectively organized are:

<u>Parent Corporation:</u>	<u>State</u>
HARBISON-FISCHER MANUFACTURING CO.	Texas

<u>Subsidiary Corporation:</u>	
HARBISON-FISCHER, INC.	Delaware

2. The laws of the State of Delaware, under which Subsidiary Corporation is organized, permit the merger specified in these Articles.

3. The number of outstanding shares of each class of the Subsidiary Corporation and the number of shares of each class owned by the Parent Corporation are as follows:

<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Parent</u>
60	Class A common	60
973.55	Class B common	973.55

4. A copy of the resolution adopted by the Board of Directors and the Shareholders of the Parent Corporation to merge the Parent Corporation into the Subsidiary Corporation is attached to and incorporated by referenced into these Articles as Exhibit A. The resolution was adopted by the Board of Directors and Shareholders by unanimous written consent dated December 26, 1991.

5. The address of the registered office of the surviving Subsidiary Corporation in Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware.

6. The following information is furnished pursuant to Articles 5.16 B(5) and 5.04 A of the Texas Business Corporation Act:

- (a) The plan of merger is set forth in Exhibit A.
- (b) The number of shares of the Parent Corporation that are outstanding and entitled to vote are as follows:

Class A common	60	shares
Class B common	973.55	shares

- (c) All of the shares of each class referred to in (b) voted for the plan of merger.
- (d) As to the surviving Subsidiary Corporation, the approval of the plan of merger was duly authorized by all action required by the laws of the State of Delaware and by its constituent documents.

7. Pursuant to Article 10.03 of the Texas Business Corporation Act, the merger shall be effective as of the close of business on December 31, 1991.

DATE: December 26, 1991.

HARBISON-FISCHER MANUFACTURING CO.

By: 
Charles K. Fischer, President

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EXHIBIT A

CERTIFICATE

The undersigned, being the Secretary of HARBISON-FISCHER MANUFACTURING CO., hereby certifies that the following is a true and correct copy of certain resolutions adopted by the shareholders and directors of HARBISON-FISCHER MANUFACTURING CO. by unanimous written consent dated December 26, 1991:

RESOLVED FURTHER, that HARBISON-FISCHER MANUFACTURING CO. merge, and it hereby does merge itself into HARBISON-FISCHER, INC., a Delaware corporation, which assumes all of the obligations of HARBISON-FISCHER MANUFACTURING CO.

FURTHER RESOLVED, that the merger shall become effective as of the close of business on December 31, 1991.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

- (a) As of the effective date of the merger, the separate existence of HARBISON-FISCHER MANUFACTURING CO. ("Manufacturing") shall cease, and HARBISON-FISCHER, INC. (the "Surviving Corporation") shall continue its corporate existence and be the corporation surviving the merger. Consummation of the merger shall be effected by the filing thereof in the States of Delaware and Texas, after satisfaction of the applicable laws of said states.
- (b) Each share of Class A common stock of Manufacturing that is outstanding immediately before the merger shall be converted into and become one share of Class A common stock of the Surviving Corporation.

- (c) Each share or fraction thereof of Class B common stock of Manufacturing that is outstanding immediately before the merger shall be converted into and become an equivalent number of shares of Class B common stock of the Surviving Corporation.
- (d) The shares of Class A and Class B common stock of the Surviving Corporation owned by Manufacturing immediately before the merger shall revert to authorized but unissued shares of the Surviving Corporation.
- (e) Each holder of outstanding common stock of Manufacturing, upon surrender to the Surviving Corporation of one or more stock certificates of common stock of Manufacturing for cancellation, shall be entitled to receive one or more stock certificates for the full number of shares of the Surviving Corporation into which the common stock of Manufacturing so surrendered shall have been converted as set forth above. Until surrendered for exchange, each certificate representing Manufacturing stock shall be deemed for all corporate purposes to evidence ownership of the number and class of shares that the holder thereof would be entitled to receive upon its surrender to the Surviving Corporation.
- (f) As of the effective date of the merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all of the rights, privileges, powers, and franchises both of a public and private nature, and be subject to all of the restrictions, disabilities, and duties of each corporation. All property, whether real, personal, or mixed, belonging to either corporation shall vest in the Surviving Corporation, without reversion or impairment and without the necessity of further transfer.

RESOLVED FURTHER, that the proper officers of this corporation be and they hereby are directed to make and execute Articles of Merger and a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said HARBISON-FISCHER, INC., and the date of adoption thereof, and to cause the same to be

filed with the Secretary of State of the State of Texas and the Secretary of State of the State of Delaware, respectively, and to file a certified copy of the Certificate of Ownership and Merger in the Office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware or the State of Texas, which may be in anywise necessary or proper to effect said merger.

Dated: December 26, 1991

HARBISON-FISCHER MANUFACTURING CO.

By: *Sandra M. Bitz*
Sandra M. Bitz, Secretary

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