

05-16-2001

T-7407

FORM PTO-1594  
(Rev. 6-93)

REC



SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

GMB No. 0651-0011 (exp. 4/94)

101717633

5-11-01  
Tab settings 0000

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

1. Name of conveying party(ies):

Chemical Specialties, Inc.

- Individual(s)
- General Partnership
- Corporation-State - Georgia
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Chemical Specialties, Inc.

Internal Address:

Street Address: One Woodlawn Green

City: Charlotte State: NC ZIP: 28217

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

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

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

3. Nature of conveyance:

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

Execution Date: December 18, 1992

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,650,513

Additional numbers attached?  Yes  No

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

Name: Martin P. Hoffman, Esq.

Internal Address: HOFFMAN, WASSON & GITLER, PC

05/15/2001 GTDN11 00000056 1650513

01 FC:481 40.00 DP

Street Address: 2361 Jefferson Davis Highway

Suite 522

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2455 - Deficiencies Only

(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.

Martin P. Hoffman  
Name of Person Signing

*Martin P. Hoffman*  
Signature

5-11-01  
Date

Total number of pages including cover sheet, attachments, and document: 6

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

TRADEMARK  
REEL: 002295 FRAME: 0658

# Secretary of State

Services and Regulation

Suite 115, West Tower

2 Martin Luther King Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER	:	923630601
CONTROL NUMBER	:	0802594
EFFECTIVE DATE	:	12/31/1992
REFERENCE	:	0069
PRINT DATE	:	12/28/1992
FORM NUMBER	:	411

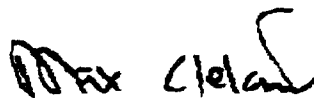
CT CORPORATION SYSTEM  
 JOHN J. MASTERS  
 1201 PEACHTREE STREET, N.E.  
 ATLANTA, GEORGIA 30361

### CERTIFICATE OF MERGER

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Georgia Law certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:  
**CHEMICAL SPECIALTIES SYSTEMS, INC.**, a Delaware corporation

Nonsurviving Entity/Entities:  
**CHEMICAL SPECIALTIES, INC.**, a Georgia corporation



MAX CLELAND  
 SECRETARY OF STATE



VERLEY I. SPIVEY  
 DEPUTY SECRETARY OF STATE



SECURITIES

P.02

CEMETERIES

Aug 4 '00 10:19

CORPORATIONS

666-2817  
 FAX:1609/301525

CORPORATIONS HOT-LINE

404-556-2222  
 Laporte Inc.

**ARTICLES OF MERGER**  
**OF**  
**CHEMICAL SPECIALTIES, INC.,**  
 a Georgia corporation,  
**INTO**  
**CHEMICAL SPECIALTIES SYSTEMS, INC.,**  
 a Delaware corporation

---

Pursuant to the provisions of Section 14-2-1107 of the Official Code of Georgia Annotated, the undersigned domestic and foreign corporations adopt the following Articles of Merger:

1. The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Chemical Specialties, Inc.	Georgia
Chemical Specialties Systems, Inc.	Delaware

2. The laws of the State under which the foreign participating corporation is organized permits such a merger under substantially the same terms as Sec. 14-2-1107 of the Official Code of Georgia Annotated.

3. The name of the surviving corporation shall be Chemical Specialties, Inc. (formerly known as Chemical Specialties Systems, Inc.) and such corporation shall be governed by the laws of the State of Delaware.

4. The plan of ownership and merger is set forth as Exhibit A.

-1-

P.03

Aug 4 '00 10:15

Fax:16094301525

Laporte Inc.

5. As to Chemical Specialties, Inc., the plan was duly approved by the shareholders on December 18, 1992.

As to Chemical Specialties Systems, Inc., the plan was duly approved by the shareholders on December 18, 1992.

6. Chemical Specialties Systems, Inc., the surviving foreign corporation of the merger, appoints the Secretary of State as its agent for service of process on a proceeding to enforce any obligation or the rights of dissenting shareholders of the domestic corporation party to the merger.

7. Chemical Specialties Systems, Inc., the surviving foreign corporation of the merger, agrees to promptly pay the dissenting shareholders of the domestic corporation party to the merger the amount, if any, to which they are entitled under Article 13 of the Georgia Business Corporation Code.

8. If the merger is not to be effective when these articles are filed by the Secretary of State, the delayed effective date is December 31, 1992 at 11:59 p.m.

9. The surviving corporation certifies that a Notice of Merger and a publishing fee of \$40.00 have been mailed or delivered to an authorized newspaper, as required by law.

December 18, 1992

CHEMICAL SPECIALTIES SYSTEMS, INC.

By:

*Thomas J. Flordan*

Thomas J. Flordan  
Vice President & General Counsel

December 18, 1992

CHEMICAL SPECIALTIES, INC.

By:

*Thomas J. Flordan*

Thomas J. Flordan  
Vice President & General Counsel

SECRETARY OF STATE  
DECEMBER 12 15 PM '92  
CSR (1)

-2-

NEWSPAPER

REG 4 00 10:19 P.04 FAX:16094301525 Laporte Inc.

**EXHIBIT A****PLAN OF MERGER**

Plan of Merger (the "Plan") of Chemical Specialties, Inc. ("CSI"), a Georgia corporation, with and into its wholly-owned subsidiary, Chemical Specialties Systems, Inc. ("SYSTEMS"), a Delaware corporation.

The following summarizes the basic terms and conditions of the merger between the abovesaid parties:

**ARTICLE 1**  
**MERGER OF CSI WITH AND INTO SYSTEMS**

1.1 **The Merger.** At the Effective Time (as hereinafter defined), subject to the terms and conditions of this Plan and pursuant to the provisions of Delaware Corporation Law Annotated, CSI shall be merged with and into its wholly-owned subsidiary, SYSTEMS (the "Merger"), the separate existence of CSI (except as may be continued by operation of law) shall cease, and SYSTEMS shall continue as the surviving corporation. The Merger shall have the effects set forth herein and the effects set forth in Delaware Corporation Law Annotated.

1.2 **Effective Date and Time of Merger.** The Articles of Merger shall provide that the Merger shall be effective December 31, 1992 at 11:59 p.m. (the "Effective Date and Time").

**ARTICLE 2**  
**SURRENDER, EXCHANGE AND CANCELLATION OF SHARES**

2.1 **Surrender, Exchange and Cancellation of Shares.** The 115 issued and outstanding shares of common stock of the merging parent, CSI, are held by a sole corporate shareholder, Laporte Inc.

At the Effective Date and Time of the Merger, Laporte Inc. shall surrender its 115 shares of CSI to the surviving subsidiary, SYSTEMS, and Laporte Inc. shall be entitled upon such surrender to receive 118 newly issued shares of common stock in the surviving corporation, SYSTEMS. Until so surrendered, the outstanding shares of stock of the merging parent, CSI, held by Laporte Inc. may be treated by Laporte Inc. for all corporate purposes as evidencing the ownership of shares of the surviving corporation, SYSTEMS, as though said surrender and exchange had taken place.

The 100 issued and outstanding shares of SYSTEMS held by CSI shall be surrendered by CSI to SYSTEMS and cancelled.

POM2.CSS

P.05

Aug 4 '00 10:20

Fax:16094301525

Laporte Inc.

**PLAN OF OWNERSHIP AND MERGER**  
**Page 2**

**ARTICLE 3**  
**NAME CHANGE OF SURVIVING CORPORATION**

3.1 Name Change. At the Effective Date and Time, the name of the surviving corporation shall be changed to CHEMICAL SPECIALTIES, INC.

**ARTICLE 4**  
**SHAREHOLDER & BOARD OF DIRECTORS CONSENT**

4.1 The foregoing Plan of Merger was duly adopted by the Shareholders and the Boards of Directors of each respective corporation on the 18th day of December, 1992.

FORMS.CEC

P.05

10:20

Aug 4 '00

Fax:16094301525

Laporte Inc.