



To the Honorable Commissioner for I

e attached original document(s) or copy(ies).

1. Name of conveying party(ies):
L&P Property Management Company

101777412
7-9-01

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

Name: L&P Property Management Company
Street Address: 4095 Firestone Blvd.
South Gate, California 90280

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership
- Other: _____

Citizenship/State of Incorporation/Organization: Illinois
Additional name(s) of conveying party(ies) attached? Yes No
Execution date: January 21, 1997

3. Nature of conveyance:

- Assignment
- Security Agreement
- License
- Other: _____
- Merger
- Change of Name
- Nunc Pro Tunc Assignment
Effective Date: _____

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other: _____

Citizenship/State of Incorporation/Organization: Delaware

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

4. Nature of submission:

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

5. Application number(s) or registration number(s):

A. Trademark Application No.(s)

ATTORNEY DOCKET NO.: ~~5392-13~~ 205392-0013

B. Trademark Registrations No.(s)
1,904,457

Additional numbers attached? Yes No

6. Correspondent name and address:

LAFF, WHITESEL & SARET, LTD.
ATTORNEYS AT LAW
401 NORTH MICHIGAN AVENUE
SUITE 1700
CHICAGO, ILLINOIS 60611-4212

Direct telephone calls to: _____ Martin L. Stern
at telephone no. (312) 661-2100 or fax no. (312) 661-0029

CERTIFICATE OF MAILING

No. _____ Date: _____
I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail, postage prepaid, in an envelope addressed to: Commissioner for Patents and Trademarks, Box Assignments, Washington, DC 20231 on:

Date: 7/6/01 *Ginger Whitesel*
Ginger Whitesel

7. Total number of properties involved: 1

Total pages including cover sheet & attachments: 12

Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
- Authorized to be charged to deposit account #12-0064
- Authorization to charge additional fees

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

1 FC:461 40.00 OP
8 FC:468 25.00 OP

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.

Martin L. Stern
Name of Person Signing

Martin L. Stern
Signature

7/6/01
Date

Mail documents to be recorded with required cover sheet information to:
Commissioner for Patents & Trademarks, Box Assignments, Washington, DC 20231


State of Delaware
Office of the Secretary of State

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 MERGER, WHICH MERGES:

"L&P PROPERTY MANAGEMENT COMPANY", A ILLINOIS CORPORATION, WITH AND INTO "L&P/PMC-2, INC." UNDER THE NAME OF "L&P PROPERTY MANAGEMENT COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1996, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.




Edward J. Freel, Secretary of State

2696457 8100M

AUTHENTICATION: 8292527

DATE: 01-21-97

960382333

TRADEMARK

REEL: 002327 FRAME: 0987

CERTIFICATE OF MERGER

OF

L&P PROPERTY MANAGEMENT COMPANY

INTO

L&P/PMC-2, INC.

The undersigned corporation, L&P/PMC-2, Inc.,

DOES HEREBY CERTIFY THAT:

FIRST: The constituent business corporations participating in the merger herein certified are L&P Property Management Company, which is incorporated under the laws of the State of Illinois, and L&P/PMC-2, Inc., which is incorporated under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation of the merger is L&P/PMC-2, Inc., which shall hereinwith be changed to L&P Property Management Company, a Delaware corporation.

FOURTH: The amendments or changes in the Certificate of Incorporation of L&P/PMC-2, Inc., a Delaware corporation, which is the surviving corporation, that are to effected by the merger are as follows:

Article 1 is hereby amended to read as follows:

"The name of the Corporation is L&P Property Management Company."

FIFTH: The executed Agreement and Plan of Merger is on file at the principle place of business of the surviving corporation, the address of which is 4095 Firestone Blvd., South Gate, CA, 90280.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

TRADEMARK

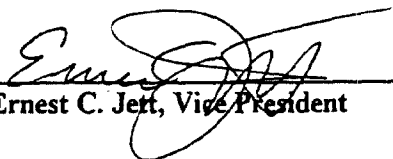
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SEVENTH: The authorized capital stock of L&P Property Management Company, an Illinois corporation, which is the only constituent corporation which is not a corporation of Delaware consists of 3,000 shares of common stock, \$1.00 par value.

EIGHTH: This Certificate of Merger shall be effective on December 31, 1996.

Dated: December 23rd, 1996.

L&P/PMC-2, INC.

By 
Ernest C. Jeff, Vice President

File Number

5653-592-6

97011492

. DEPT-01 RECORDING \$37.00
 : T#0011 TRAM 4954 01/07/97 09:56:00
 : #9588 : KP #-97-011492
 : COOK COUNTY RECORDER

State of Illinois
 Office of
 The Secretary of State

Whereas,

ARTICLES OF MERGER OF
 L&P/PMC-2, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN
 FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
 BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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Now Therefore, I, George H. Ryan, Secretary of State of the State of
 Illinois, by virtue of the powers vested in me by law, do hereby issue
 this certificate and attach hereto a copy of the Application of the
 aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
 affixed the Great Seal of the State of Illinois,
 at the City of Springfield, this 26TH
 day of DECEMBER A.D. 19 96 and of
 the Independence of the United States the two
 hundred and 21ST



BOX 170

George H Ryan

Secretary of State

C-212.2

TRADEMARK
 REEL: 002327 FRAME: 0990

Form **BCA-11.25**

(Rev. Jan. 1995)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 5653-592-4

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

EFFECTIVE: 12/31/96

SUBMIT IN DUPLICATE

FILED

This space for use by
Secretary of State

Date 12/20/96

Filing Fee \$ 100.⁰⁰

Approved: 

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation of more than 2 corporations, \$50 for each additional corporation.

DEC 26 1996

**GEORGE H. RYAN
SECRETARY OF STATE**

1. Names of the corporations proposing to merge consolidate, exchange shares, and the state or country of their incorporation:

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>L&P/PMC-2, Inc.</u>	<u>Delaware</u>	<u>KRZ</u>
<u>L&P Property Management Company</u>	<u>Illinois</u>	<u>D5653-592-6</u>

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the surviving new corporation: L&P/PMC-2, Inc.
acquiring

(b) it shall be governed by the laws of: General Corporation Law of the State of Delaware

4. Plan of merger consolidation is as follows: See Attached
exchange

If not sufficient space to cover this point, add one or more sheets of this size.

EXPEDITED
DEC 26 1996
BOX 170

SECRETARY OF STATE
REEL: 002327 FRAME: 0991

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- merger
5. Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the exchange laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>L&P/PMC-2, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>L&P Property Management Company</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

BOX 170

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 _____.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

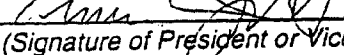
8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 19, 19 96

attested by 
(Signature of Secretary or Assistant Secretary)

Sheri L. Bradshaw, Assistant Secretary
(Type or Print Name and Title)

L&P/PMC-2, Inc.
(Exact Name of Corporation)

by 
(Signature of President or Vice President)

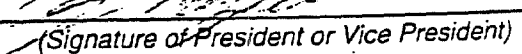
Ernest C. Jett, Vice President
(Type or Print Name and Title)

Dated December 19, 19 96

attested by 
(Signature of Secretary or Assistant Secretary)

Morton J. Haberman, Secretary
(Type or Print Name and Title)

L&P Property Management Company
(Exact Name of Corporation)

by 
(Signature of President or Vice President)

Roger Filizetti, President
(Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

(Signature of President or Vice President)

(Type or Print Name and Title)

BOX 170

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of the 23rd day of December, 1996, pursuant to Section 252 of the General Corporation Law of Delaware, between L&P/PMC-2, Inc., a Delaware corporation and L&P Property Management Company, an Illinois corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: L&P/PMC-2, Inc. hereby merges into itself L&P Property Management Company and said L&P Property Management Company shall be and hereby is merged into L&P/PMC-2, Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of L&P/PMC-2, Inc., is amended as follows:

Article 1 is hereby amended to read as follows:

"The name of Corporation is L&P Property Management Company."

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be canceled and no shares of the

surviving corporation shall be issued in exchange thereof. All of the issued shares of both corporations participating in the merger are owned by Leggett & Platt,

FOURTH: The terms and conditions of the merger are as follows: Incorporated in identical proportion

(a) The bylaws of the merged corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

BOX 170

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- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective on December 31, 1996.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon, the surviving corporation without further act or deed and all property, rights and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

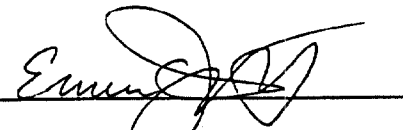
FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing the Agreement with the Secretary of State, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

EX 170


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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Vice President of each party hereto as the respective act, deed and agreement of each of said corporations, on this 23rd day of December, 1996.

L&P/PMC-2, INC.

By 
Ernest C. Jett, Vice President

L&P PROPERTY MANAGEMENT COMPANY

By 
Ernest C. Jett, Vice President

3--subsidiaries/lppmc/agmt of merger

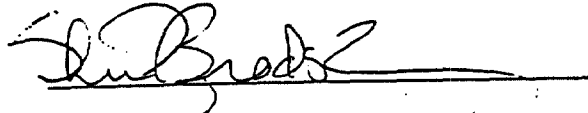
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TRADEMARK
REEL: 002327 FRAME: 0996

I, Sheri L. Bradshaw, Assistant Secretary of L&P/PMC-2, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of L&P Property Management Company, a corporation of the State of Illinois, was duly adopted pursuant to Section 228 of the General Corporation Law of Delaware by the written consent of the sole stockholder of the capital stock of the corporation, and which Agreement and Plan of Merger was hereby adopted as the act of the stockholders of said L&P/PMC-2, Inc., and duly adopted agreement and act of the said corporation.

WITNESS my hand on this 23rd day of December, 1996.



Sheri L. Bradshaw, Assistant, Secretary

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USA 170

3~subsidiaries/lppmc/secretary certificate