



**EXHIBIT A**

RECORDATION FORM COVER SHEET

Conveying Party: L&P Property Management Company, a corporation of the state of Illinois  
Receiving Party: L&P Property Management Company, a corporation of the state of Delaware

U.S. Trademark Registrations:

749606  
757978  
978427  
1394087  
1446598  
1560941  
1718226  
1785660  
1800886  
1822816  
1862556  
1896284  
1898141  
1937180  
1956518  
1976947  
1988544  
2001118  
2008663  
2027093  
2346259

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*  
 \_\_\_\_\_  
 Edward J. Freel, Secretary of State

2696457 8100M

960382333

AUTHENTICATION: 8292527

DATE: 01-21-97

TRADEMARK

REEL: 002328 FRAME: 0832

CERTIFICATE OF MERGER

OF

L&P PROPERTY MANAGEMENT COMPANY

INTO

L&P/PMC-2, INC.

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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.

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 23<sup>rd</sup>, 1996.

L&P/PMC-2, INC.

By   
Ernest C. Jett, Vice President

File Number

5653-592-6

97011492

DEPT-01 RECORDING \$37.00  
T#0011 TRAN 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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3700  
13

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

(Rev. Jan. 1995)

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

File # 5653-592-6

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.<sup>00</sup>

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.
L&P/PMC-2, Inc.	Delaware	<u>KPR</u>
L&P Property Management Company	Illinois	D5653-592-6

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.

**BOX 170**

**EXPEDITED**

DEC 26 1996

SECRETARY OF STATE  
TRADEMARK

REEL: 002328 FRAME: 0836

97011492

5. Plan of merger consolidation exchange was approved, as to each corporation not organized in Illinois, in compliance with the 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

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

- a. 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.
- b. 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
- c. 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.)

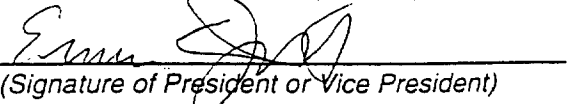
8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 19, 19 96

attested by   
(Signature of Secretary or Assistant Secretary)

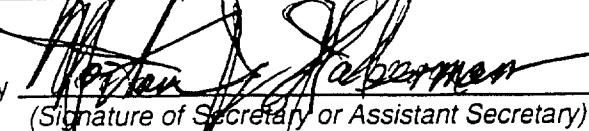
Sheri L. Bradshaw, Assistant Secretary  
(Type or Print Name and Title)

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

by   
(Signature of President or Vice President)

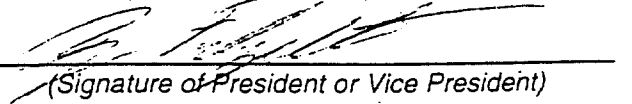
Ernest C. Jett, Vice President  
(Type or Print Name and Title)

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)

by \_\_\_\_\_  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

**BOX 170**

2004.11.10

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of the 23<sup>rd</sup> 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 proportions

(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.

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BOX 170

- (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.

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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 23<sup>rd</sup> 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

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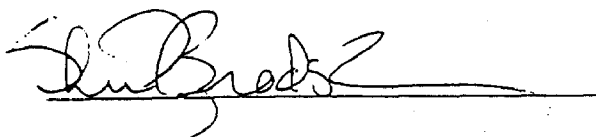
3~subsidiaries/lppmc/agt of merger

EX 170

TRADEMARK  
REEL: 002328 FRAME: 0841

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 thereby 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 23<sup>rd</sup> day of December, 1996.



Sheri L. Bradshaw, Assistant, Secretary

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EX 170