

RECORDATION  
08-14-2001



101810482

COVER SHEET  
LY

To the Honorable Commissioner of

attached original documents or copy thereof.

1. Name of conveying party(ies):

Chemical Specialties, Inc. 8-7-01

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

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

3. Nature of conveyance:

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

Execution Date: December 10, 1993

2. Name and address of receiving party(ies)

Name: Chemical Specialties, Inc.

Internal Address: \_\_\_\_\_

Street Address: One Woodlawn Street

City: Charlotte State: NC ZIP: 28217

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,281,991

Additional numbers attached?  Yes  No

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

Name: Martin P. Hoffman

Internal Address: \_\_\_\_\_

HOFFMAN, WASSON & GITLER, P.C.

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)

08/13/2001 TDIAZ1 00000055 1281991

DO NOT USE THIS SPACE

01 FC#481

40.00 DP

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

August 7, 2001  
Date

Total number of pages including cover sheet, attachments, and document: 4



# NORTH CAROLINA

## Department of The Secretary of State

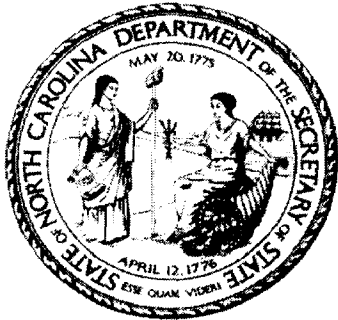
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To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF MERGER**  
**OF**  
**CHEMICAL SPECIALTIES, INC.**

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 17th day of May, 2001.

*Elaine F. Marshall*  
Secretary of State

93 356 9046

State of North Carolina  
Department of the Secretary of State

0-0096426

FILED  
9:00 AM

DEC 21 1993

ARTICLES OF MERGER OR SHARE EXCHANGE

EFFECTIVE

Pursuant to §55-11-05 of the General Statutes of North Carolina, the undersigned, RUFUS L. EDMISTEN, Secretary of State, North Carolina, hereby submits the following Articles of Merger or Share Exchange.

1. The name of the surviving or acquiring corporation is Mineral Research & Development /, a corporation organized under the laws of North Carolina; the name of the merged or acquired corporation is Chemical Specialties, Inc., a corporation organized under the laws of Delaware.

2. Attached is a copy of the Plan of Merger or Share Exchange that was duly adopted in the manner prescribed by law by the board of directors of each of the corporations participating in the merger or share exchange.

3. With respect to the surviving/acquiring corporation (check either a or b, whichever is applicable):  
a.  Shareholder approval was not required for the merger or share exchange.  
b.  Shareholder approval was required for the merger or share exchange, and the merger or share exchange was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.

4. With respect to the merged/acquired corporation (check either a or b, whichever is applicable):  
a.  Shareholder approval was not required for the merger or share exchange.  
b.  Shareholder approval was required for the merger or share exchange, and the merger or share exchange was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.

5. These articles will be effective upon filing, unless a delayed date and/or time is specified: December 21 1993 at 11:59 p.m.

This the 10th day of December, 1993

MINERAL RESEARCH & DEVELOPMENT CORP.

Name of Corporation

[Signature]

Signature

Thomas J. Riordan/Vice President & General Counsel

Type or Print Name and Title

NOTES:

- 1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
- 2. Certificate(s) of Merger must be filed pursuant to the requirements of NCGS §47-18.1.

CORPORATIONS DIVISION

300 N. SALTHURST ST.

RALEIGH, NC 27603-3000

(N. C. - 1188 - 4/13/92)

**PLAN OF MERGER**

Plan of Merger (the "Plan") of CHEMICAL SPECIALTIES, INC. ("CSI"), a Delaware corporation, with and into MINERAL RESEARCH & DEVELOPMENT CORP., ("MRDC"), a North Carolina corporation.

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

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

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 the General Statutes of North Carolina, CSI shall be merged with and into MRDC (the "Merger"), the separate existence of CSI (except as may be continued by operation of law) shall cease, and MRDC shall continue as the surviving corporation. The Merger shall have the effects set forth herein and the effects set forth in the General Statutes of North Carolina.

1.2 Effective Date and Time of Merger. The Articles of Merger shall provide that the Merger shall be effective December 31, 1993 at 11:59 p.m. (the "Effective Date and Time").

**ARTICLE 2**  
**CANCELLATION OF SHARES**

2.1 Cancellation of Shares. At the Effective Date and Time, by virtue of the Merger and without any action on the part of CSI or the holders of each share of \$.01 par value common stock of CSI issued and outstanding immediately prior to the Effective Date and Time shall be cancelled and retired and no payment shall be made with respect thereto. (CSI and MRDC are owned by the same sole shareholder.)

**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 10<sup>th</sup> day of December, 1993.

POM93.ACP