

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇨ ⇨ ⇨ ▼

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):  
Pro-Line Corporation

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

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

2. Name and address of receiving party(ies)  
Name: Pro-Line Corporation  
Internal  
Address: \_\_\_\_\_

Street Address: 2121 Panoramic Circle  
City: Dallas State: TX Zip: 75212

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

Execution Date: June 22, 1998

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 \_\_\_\_\_

B. Trademark Registration No.(s)  
 1,253,484      2,007,147      2,195,924  
 1,245,665      2,037,271      2,296,675

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Lynn B. Wissner  
 Internal Address: \_\_\_\_\_  
Alberto-Culver Company  
2525 Armitage Avenue  
 Street Address: \_\_\_\_\_  
2525 Armitage Avenue  
 City: Melrose Park State: IL Zip: 60160

6. Total number of applications and registrations involved: ..... 6

7. Total fee (37 CFR 3.41).....\$ 165.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
010672  
 (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.*

Lynn B. Wissner      Lynn B. Wissner      October 19, 2001  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 13

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

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"PRO-LINE CORPORATION", A TEXAS CORPORATION,  
WITH AND INTO "PRO-LINE CORPORATION" UNDER THE NAME OF "PRO-LINE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0527862

AUTHENTICATION:

06-28-00

DATE:

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SENT BY: BELL, NUNNALLY & MARTIN; 6-22-98 ; 11:48 ;

FAX 450- SECRETARY 3025317;# 2/12  
STATE OF DELAWARE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/22/1998  
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**CERTIFICATE OF OWNERSHIP AND MERGER  
FOR MERGER  
OF  
PRO-LINE CORPORATION, A TEXAS PARENT CORPORATION  
INTO  
PRO-LINE CORPORATION, A DELAWARE SUBSIDIARY CORPORATION**

Pursuant to the provisions of Section 253 of the General Corporation Law of Delaware ("GCLD") and Article 5.16 of the Texas Business Corporation Act ("TBCA"), the undersigned Texas parent corporation hereby certifies as follows:

1. The names of the undersigned Texas parent corporation and its wholly-owned Delaware subsidiary corporation are as follows:

Name	State of Incorporation	Relationship
Pro-Line Corporation	Texas	Parent
Pro-Line Corporation	Delaware	Subsidiary

2. By resolution dated June 19, 1998, a copy of which is attached hereto as Exhibit "A", the Board of Directors of Pro-Line Corporation, a Texas corporation ("Parent"), as prescribed by the TBCA, authorized and approved the merger of Parent with and into Pro-Line Corporation, a Delaware corporation ("Subsidiary") in accordance with that certain Plan and Agreement of Merger dated June 19, 1998 (the "Plan of Merger"), a copy of which is attached hereto as Exhibit "B".

3. The number of shares of Subsidiary outstanding on this date is one thousand (1,000) shares of \$.01 par value common stock ("Common Stock"). All one thousand (1,000) shares of Common Stock are owned by Parent. Such ownership constitutes one hundred percent (100%) of the outstanding shares of each class of stock of Subsidiary.

4. The laws of Delaware and Texas permit such merger, and the approval of the Plan of Merger was duly authorized by all action required by the laws of Delaware and Texas and by their constituent documents. The merger has been adopted, approved, certified, executed and acknowledged by (i) Parent in accordance with the laws of the State of Texas and by (ii) Subsidiary in accordance with the laws of the State of Delaware.

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5. Subsidiary is the surviving corporation. The name of the surviving corporation is Pro-Line Corporation, and such corporation is to be governed by the laws of the State of Delaware. The address of its registered office in Delaware is 1013 Centre Road, Wilmington, Delaware 19805 (County of New Castle). The name of the registered agent at such address is Corporation Service Company.

6. The date that such merger shall be effective is June 22, 1998.

EXECUTED as of June 19, 1998.

PRO-LINE CORPORATION,  
a Texas Corporation

By: [Signature]  
Name: Conor J. Cartnell  
Its: Chairman

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## EXHIBIT A

**PRO-LINE CORPORATION**  
**UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS**  
**IN LIEU OF SPECIAL MEETING**

June 19, 1998

Pursuant to the provisions of Article 9.10.B of the Texas Business Corporation Act, the undersigned, being all of the members of the Board of Directors (the "Directors") of Pro-Line Corporation, a Texas corporation (the "Corporation"), hereby give written consent to the adoption of and do hereby adopt the following resolutions, which resolutions shall be deemed to have been approved and adopted to the same effect and purposes as if an actual special meeting of the Directors of the Corporation had been held on the date first above written, in the principal offices of the Corporation, and the actions set forth below shall constitute the valid corporate actions of the Directors and shall have the same force and effect as if such actions had been authorized and taken at a formal special meeting of the Directors properly called and duly convened and held on such date, such written consent to be filed with the Secretary of the Company with the minutes of the meetings of the Directors, to wit:

WHEREAS, the Corporation (also referred to herein as "Pro-Line Texas") is a corporation organized and existing under the laws of the State of Texas;

WHEREAS, Pro-Line Corporation ("Pro-Line Delaware"), a wholly-owned subsidiary of the Corporation, is a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, the Board of Directors has determined that it is necessary and advisable and in the best interest of the Corporation that the Corporation and Pro-Line Delaware be merged in accordance with the Plan and Agreement of Merger attached hereto as Exhibit "A", pursuant to

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which the Corporation and Pro-Line Delaware agree to merge, with Pro-Line Delaware being the surviving corporation (such merger being hereinafter referred to as the "Merger").

**Adoption of Plan and Agreement of Merger**

NOW THEREFORE IT IS:

RESOLVED THAT upon approval by the shareholders of the Corporation as required by the Act and as hereinafter provided, and upon the effective date of the Merger (hereinafter referred to as the "Effective Date") as provided herein, the Corporation shall be merged into Pro-Line Delaware, the separate existence of the Corporation shall cease, and Pro-Line Delaware shall continue to exist under the name of Pro-Line Corporation by virtue of, and shall be governed by, the laws of the State of Delaware;

IT IS FURTHER RESOLVED THAT on the Effective Date, (i) each outstanding share of Pro-Line Texas Common Stock, par value \$.01 per share ("Pro-Line Texas Common Stock") shall be converted into one share of Pro-Line Delaware Common Stock, par value \$.01 per share ("Pro-Line Delaware Common Stock"), except for those shares, if any, with respect to which the holders thereof duly exercise their dissenters' rights under Texas law, (ii) each issued share of Pro-Line Texas Common Stock held in treasury by Pro-Line Texas shall be returned and canceled and no shares of Pro-Line Delaware Common Stock shall be issued in respect thereof, and (iii) each outstanding share of Pro-Line Delaware Common Stock held by Pro-Line Texas shall be retired and canceled and shall resume the status of an authorized and unissued share;

IT IS FURTHER RESOLVED THAT on and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of Pro-Line Texas Common Stock shall be deemed for all purposes to evidence ownership of and to represent shares of Pro-Line Delaware Common Stock into which the shares of Pro-Line Texas Common Stock represented by such certificates have been converted and shall be so registered on the books and records of Pro-Line Delaware. The registered owners of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to Pro-Line Delaware, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Pro-Line Delaware Common Stock evidenced by such outstanding certificate as above provided;

IT IS FURTHER RESOLVED THAT the Plan and Agreement of Merger reviewed by the Board of Directors on this date is hereby approved in all respects and that such Plan and Agreement of Merger be submitted to the shareholders of the

**PRO-LINE CORPORATION UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS IN LIEU OF SPECIAL MEETING (Consent Authorizing Merger) - Page 2 of 4**

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Corporation with a recommendation that the Plan and Agreement of Merger be approved in all respects;

IT IS FURTHER RESOLVED THAT after the shareholders of the Corporation have approved the Plan and Agreement of Merger, the Corporation, in connection with the Merger, shall execute the Certificate of Ownership and Merger for Merger of Texas Parent into Delaware Subsidiary Corporation in substantially the form attached hereto as Exhibit "B" and the Articles of Merger in substantially the form attached hereto as Exhibit "C"; and

IT IS FURTHER RESOLVED THAT the Plan and Agreement of Merger may be terminated at any time prior to the filing of the Certificate of Ownership and Merger for Merger of Texas Parent into Delaware Subsidiary Corporation with the Secretary of State of Delaware and the Articles of Merger with the Secretary of State of Texas, by the consent of the Board of Directors of the Corporation, notwithstanding approval of the Plan and Agreement of Merger by the shareholders of the Corporation.

Authorization of Officers

IT IS FURTHER RESOLVED THAT the officers of the Corporation be, and they hereby are, authorized and directed to execute and deliver the Plan and Agreement of Merger and to submit the Plan and Agreement of Merger to the shareholders of the Corporation for approval;

IT IS RESOLVED THAT after the shareholders of the Corporation have approved the Plan and Agreement of Merger, the officers of the Corporation be, and they hereby are, authorized and directed in the name and on behalf of the Corporation to execute the Certificate of Ownership and Merger for Merger of Texas Parent into Delaware Subsidiary Corporation and cause the Certificate of Ownership and Merger for Merger of Texas Parent into Delaware Subsidiary Corporation to be filed with the Secretary of State of Delaware in the manner provided by law, to execute the Articles of Merger to be filed with the Secretary of State of Texas in the manner provided by law, and to take any and all other actions which are necessary to comply with the terms of the Plan and Agreement of Merger or which they deem necessary or desirable to effect the Merger; and the taking of any such action by any officer of the Company shall be conclusive evidence of such officer's approval thereof; and

IT IS FURTHER RESOLVED THAT all actions hereinafter taken by the officers of the Corporation in connection with the Merger be, and the same hereby are, approved, ratified and confirmed as acts of the Corporation.

**PRO-LINE CORPORATION UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS IN LIEU OF SPECIAL MEETING (Consent Authorizing Merger) - Page 3 of 4**

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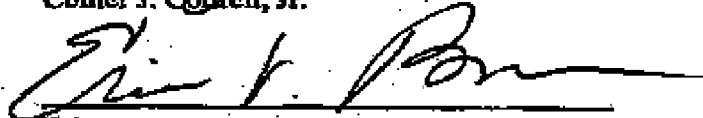
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IN WITNESS WHEREOF, the undersigned directors of the Corporation have hereunto subscribed their names as of the date first written above in attestation to the accuracy of the foregoing written consent and of their approval of all actions taken as recited therein.

BOARD OF DIRECTORS:



Comer J. Cottrell, Jr.



Eric V. Brown



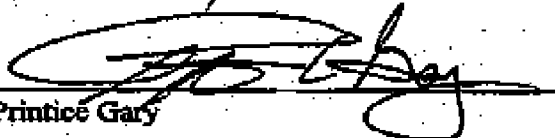
Noella G. Whavers



Al Baker



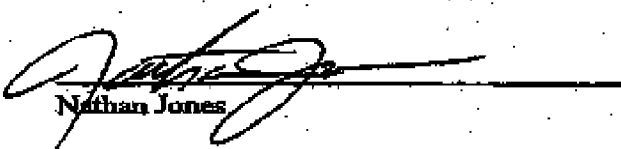
Kevin Wiley



Printice Gary



Dr. Raymond Blackburn



Nathan Jones

Being all of the members of the Board of Directors of the Corporation

PRO-LINE CORPORATION UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS IN LIEU OF SPECIAL MEETING (Consent Authorizing Merger) - Page 4 of 4

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**EXHIBIT B****PLAN AND AGREEMENT OF MERGER**

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") dated as of June ~~12~~, 1998, is made between PRO-LINE CORPORATION, a Texas corporation ("Pro-Line Texas") and PRO-LINE CORPORATION, a Delaware corporation ("Pro-Line Delaware").

**WITNESSETH:**

WHEREAS, Pro-Line Texas is a corporation organized and existing under the laws of the State of Texas;

WHEREAS, Pro-Line Delaware is a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, the Board of Directors of each corporation has determined that it is desirable to merge Pro-Line Texas into Pro-Line Delaware (such merger being hereinafter referred to as the "Merger");

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that Pro-Line Texas shall be merged into Pro-Line Delaware upon the terms and conditions hereinafter set forth.

**ARTICLE I****Merger**

On the Effective Date (as defined below) of the Merger (i) Pro-Line Texas shall be merged into Pro-Line Delaware, (ii) the separate existence of Pro-Line Texas shall cease, and (iii) Pro-Line Delaware (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name of Pro-Line Corporation by virtue of, and shall be governed by, the laws of the State of Delaware. The address of the registered office of the Surviving Corporation in the State of Delaware will be 1013 Centre Road, Wilmington, Delaware 19805 (County of New Castle).

**ARTICLE II****Certificate of Incorporation of Surviving Corporation**

The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Pro-Line Delaware as in effect on the date hereof without change, unless and until amended in accordance with applicable law.

SENT BY: BELL, NUNNALLY &amp; MARTIN; 6-22-98 ; 11:50 ;

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### ARTICLE III

#### Bylaws of the Surviving Corporation

The Bylaws of the Surviving Corporation shall be the Bylaws of Pro-Line Delaware as in effect on the date hereof without change, unless and until amended or repealed in accordance with applicable law.

### ARTICLE IV

#### Effect of Merger on Stock of Constituent Corporations

4.01 On the Effective Date, (i) each outstanding share of Pro-Line Texas Common Stock, par value \$.01 per share ("Pro-Line Texas Common Stock") shall be converted into one share of Pro-Line Delaware Common Stock, par value \$.01 share ("Pro-Line Delaware Common Stock"), except for those shares, if any, with respect to which the holders thereof duly exercise their dissenters' rights under Texas law, (ii) each issued share of Pro-Line Texas Common Stock held in treasury by Pro-Line Texas shall be returned and canceled and no shares of Pro-Line Delaware Common Stock shall be issued in respect thereof, and (iii) each outstanding share of Pro-Line Delaware Common Stock held by Pro-Line Texas shall be retired and canceled and shall resume the status of an authorized and unissued share.

4.02 On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of Pro-Line Texas Common Stock shall be deemed for all purposes to evidence ownership of and to represent shares of Pro-Line Delaware Common Stock into which the shares of Pro-Line Texas Common Stock represented by such certificates have been converted, as herein provided, and shall be so registered on the books and records of Pro-Line Delaware. The registered owners of all such outstanding stock certificates shall, until such certificates shall have been surrendered for transfer or conversion or otherwise accounted for to Pro-Line Delaware, have and be entitled to exercise any voting and other rights with respect to and to receive any dividends and other distributions upon the shares of Pro-Line Delaware Common Stock evidenced by such outstanding certificates as above provided.

### ARTICLE V

#### Corporate Existence, Powers and Liabilities of Surviving Corporation

5.01 On the Effective Date, the separate existence of Pro-Line Texas shall cease. Pro-Line Texas shall be merged with and into Pro-Line Delaware, the Surviving Corporation, in accordance with the provisions of this Agreement. Thereafter (i) Pro-Line Delaware shall possess all the rights, privileges, powers and franchises, and shall be subject to all the restrictions, disabilities and duties of each of Pro-Line Texas and Pro-Line Delaware, (ii) all and singular, the rights, privileges, powers and franchises of Pro-Line Texas and Pro-Line Delaware, and all

PLAN AND AGREEMENT TO MERGER - Page 2

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property, real, personal and mixed, and all debts due to each of them on whatever account, shall be vested in Pro-Line Delaware, (iii) all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of Pro-Line Delaware, the Surviving Corporation, as they were of Pro-Line Texas, (iv) the title to any real estate, whether by deed or otherwise, vested in Pro-Line Texas and Pro-Line Delaware, or either of them, shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of the parties hereto, shall be preserved, unimpaired, and (v) all debts, liabilities and duties of Pro-Line Texas and Pro-Line Delaware, shall thenceforth attach to Pro-Line Delaware, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it such that, among other things, the Surviving Corporation will be responsible for the payment of all fees and franchise taxes and that the Surviving Corporation will be obligated to pay such fees and franchise taxes if the same are not timely filed.

5.02 Pro-Line Texas agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds, assignments and other instruments, and will 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 all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest, of Pro-Line Texas and otherwise to carry out the intent and purposes of this Agreement.

## ARTICLE VI

### Officers and Directors of Surviving Corporation

6.01 Upon the Effective Date, the officers and directors of the Surviving Corporation shall be the officers and directors of Pro-Line Delaware in office at such date, and such persons shall hold office in accordance with the Bylaws of the Surviving Corporation or until their respective successors shall have been appointed or elected.

6.02 If, upon the Effective Date, a vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy shall be filled in the manner provided by its Certificate of Incorporation and Bylaws.

## ARTICLE VII

### Approval by Shareholders; Effective Date; Amendment

7.01 This Agreement and the Merger contemplated hereby are subject to approval by the requisite vote of shareholders in accordance with applicable Texas and Delaware law. As promptly as practicable after approval of this Agreement by shareholders in accordance with applicable law, duly authorized officers of the respective parties shall make and execute Articles of Merger and a Certificate of Ownership and Merger and shall cause such documents to be filed with the Secretary of State of Texas and the Secretary of State of Delaware, respectively, in accordance with the laws of the States of Texas and Delaware.

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7.02 The Effective Date of the Merger shall be June 15, 1998.

7.03 The Board of Directors of Pro-Line Texas and Pro-Line Delaware may amend this Agreement at any time prior to the Effective Date, provided that an amendment made subsequent to the approval of the Merger by the shareholders of Pro-Line Texas shall not (i) alter or change the amount or kind of shares to be received by exchange for or on conversion of all or any of the shares of Pro-Line Texas Common Stock, (ii) alter or change any term of the Certificate of Incorporation of the Surviving Corporation, or (iii) alter or change any of the terms and conditions of this Agreement, if such alteration or change would adversely affect the holders of Pro-Line Texas Common Stock.

**ARTICLE VIII**

**Termination of Merger**

This Agreement may be terminated and the Merger abandoned at any time prior to the filing of this Agreement with the Secretary of State of Texas and the Secretary of State of Delaware, whether before or after shareholder approval of this Agreement, by the consent of the Board of Directors of Pro-Line Texas and Pro-Line Delaware.

**ARTICLE IX**

**Tax Free Reorganization**

It is intended that the Merger will qualify as a tax free reorganization within the meaning of Section 368(a)(1)(A) and (a)(1)(F) of the Internal Revenue Code of 1986, as amended.

**ARTICLE X**

**Miscellaneous**

In order to facilitate the filing and recording of this Agreement, this Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all such counterparts shall together constitute one and the same instrument.

BY: BELL, NUNNALLY & MARTIN; 6-22-98 ; 11:51 ;

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers, all as of the day and year first above written.

**PRO-LINE CORPORATION**  
a Texas corporation

By: [Signature] Jr.  
Name: Conroy J. Cottrell  
Its: Chairman

**PRO-LINE CORPORATION**  
a Delaware corporation

By: [Signature] Jr.  
Name: Conroy J. Cottrell  
Its: Chairman