

08-22-2001

- 72391-19



101819552

Tab settings

Attached original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

AMERICAN WATER HEATERS-WEST, INC.

08/16/01

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: December 19, 1996

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

Name: AMERICAN WATER HEATER COMPANY

Internal Address:

Street Address: 500 Princeton

City: State: ZIP:

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

720,913 871,776
1,219,030
1,261,619

Additional numbers Yes No

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

Name: Mary Margaret Murray

Internal Address:

Street Address: GARDNER, CARTON & DOUGLAS

321 N. Clark Street, Suite 3400

City: Chicago State: IL ZIP: 60610

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-0181

08/22/2001 GT0N11 00000066 720913

DO NOT USE THIS SPACE

01 FD:481 40.00 DP
02 FD:482 75.00 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.

Mary Margaret Murray

Name of Person Signing

Mary Margaret Murray
Signature

August 14, 2001

Date

Total number of pages including cover sheet, attachments, and 12

TRADEMARK

REEL: 002352 FRAME: 0361

ARTICLES OF MERGER OF

DEC 24 1996

No. CZ5854-96

AMERICAN WATER HEATERS-WEST, INC., A NEVADA CORPORATION

AND

DEAN HELLER, SECRETARY OF STATE

AMERICAN WATER HEATER COMPANY, A NEVADA CORPORATION

To the Secretary of State
State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the two domestic corporations herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging **American Water Heaters-West, Inc.**, a Nevada corporation (the "Company"), with and into **American Water Heater Company**, a Nevada corporation ("American Water Heater").

2. The Plan and Agreement of Merger was approved and adopted by unanimous written consent of the boards of directors and stockholders of (i) the Company, dated December 19, 1996 and (ii) American Water Heater, dated December 19, 1996.

3. The merger herein provided for shall become effective in the State of Nevada on December 31, 1996.

Signed on December 19 1996.

**American Water Heaters-West, Inc.,
a Nevada corporation**

By: Robert W. Trudeau

Robert W. Trudeau

Its: President

By: Edward T. Hackney

Edward T. Hackney

Its: Secretary

**American Water Heater Company,
a Nevada corporation**

By: Robert W. Trudeau

Robert W. Trudeau

Its: President

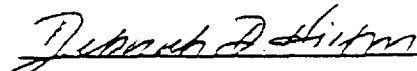
By: Edward T. Hackney

Edward T. Hackney

Its: Secretary

STATE OF GEORGIA)
) SS:
COUNTY OF COBB)

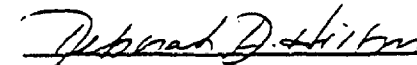
On December 17, 1996, personally appeared before me, a Notary Public in and for the State and County aforesaid, Edward T. Hackney, Secretary of American Water Heaters-West, Inc., a Nevada corporation, and ~~Robert W. Trudeau, President of American Water Heaters West, Inc., a Nevada corporation,~~ personally known to me to be the persons whose names are subscribed to the above instrument in the said capacities, who acknowledged that they executed the said instrument.



Notary Public
Notary Public, DeKalb County, Georgia.
My Commission Expires August 10, 1999.

STATE OF GEORGIA)
) SS:
COUNTY OF COBB)
Notary Public, DeKalb County, Georgia.
My Commission Expires August 10, 1999.

On December 17, 1996, personally appeared before me, a Notary Public in and for the State and County aforesaid, Edward T. Hackney, Secretary of American Water Heater Company, a Nevada corporation, and ~~Robert W. Trudeau, President of American Water Heater Company, a Nevada corporation,~~ personally known to me to be the persons whose names are subscribed to the above instrument in the said capacities, who acknowledged that they executed the said instrument.



Notary Public
Notary Public, DeKalb County, Georgia.
My Commission Expires August 10, 1999.

STATE OF TENNESSEE)
) SS:
COUNTY OF Washington)

On December 18, 1996, personally appeared before me, a Notary Public in and for the State and County aforesaid, Robert W. Trudeau, President of American Water Heaters - West, Inc., a Nevada corporation, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.

Judy R. Jarrett
Notary Public
My Commission Expires: 04/29/98

STATE OF TENNESSEE)
) SS:
COUNTY OF Washington)

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Judy R. Jarrett
Notary Public
My Commission Expires: 04/29/98

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into as of December 19, 1996 by American Water Heaters-West, Inc., a Nevada corporation, 500 Princeton Road, Johnson City, Tennessee 37601 (the "Company"), and American Water Heater Company, a Nevada corporation, 500 Princeton Road, Johnson City, Tennessee 37601 ("AWHC").

WHEREAS, Southcorp Investments USA, Inc., a Nevada corporation ("Southcorp Investments"), owns all of the issued and outstanding capital stock of the Company and all of the issued and outstanding capital stock of AWHC, thereby making both the Company and AWHC wholly-owned subsidiaries of Southcorp Investments;

WHEREAS, the respective Boards of Directors and sole shareholders of the Company and of AWHC have resolved that the Company be merged under and pursuant to the Nevada General Corporation Law ("NGCL") into a single corporation existing under the laws of the State of Nevada, to wit, AWHC, which shall be the surviving corporation (such corporation in its capacity as surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the Company has 2,500 authorized shares of common stock, no par value, 100 of which are issued and outstanding;

WHEREAS, AWHC has 1,000 authorized shares of common stock, \$100.00 par value, 10 of which are issued and outstanding;

NOW THEREFORE, the parties to this Agreement hereby agree as follows:

1. **The Merger.** Upon the terms and subject to the conditions hereby, and in accordance with the NGCL, the Company shall be merged with and into AWHC (the "Merger"). Following the Merger, AWHC shall continue as the surviving corporation under the name American Water Heater Company and the separate corporate existence of the Company shall cease.

2. **Status and Conversion of Securities.** The mode of carrying the Merger into effect and the manner and basis of converting the shares of the Company are as follows:

- (a) **Company Common Stock.** Each share of Company common stock which shall be issued and outstanding immediately before the Effective Time (as hereinafter defined) shall, by virtue of the Merger and without any action, be cancelled.
- (b) **AWHC Common Stock Held by Southcorp Investments.** All issued and outstanding shares of AWHC common stock held by Southcorp Investments immediately before the Effective Time shall remain unchanged by virtue of the Merger.

3. **Effective Time.** The Merger shall become effective after filing Articles of Merger with the Secretary of State of Nevada ("Articles of Merger") and at such time as stated in the Articles of Merger ("Effective Time").

4. **Articles of Incorporation and By-Laws.** Upon consummation of the Merger at the Effective Time, the Articles of Incorporation and By-Laws of AWHC in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation and By-Laws of the Surviving Corporation, until amended or repealed as provided therein or by law.

5. **Officers and Directors.** The officers and directors of the Surviving Corporation shall be the corresponding officers and directors of AWHC immediately prior to the Effective Time.

6. **Filing.** As soon as practicable, the parties hereto shall cause to be executed in the manner required by the NGCL and delivered to the Secretary of State of Nevada such documents as shall effect the Merger under the laws of the State of Nevada, and the parties shall cause to be performed all necessary acts within the State of Nevada and elsewhere to effect the Merger. The Boards of Directors and the proper officers of the Company and AWHC are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger.

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its officers thereunto duly authorized, all as of the day and year first above written.

AMERICAN WATER HEATERS-WEST, INC.
a Nevada corporation

By: Robert W. Trudeau
Its: President

Attest:

By: Edward T. Haskins
Its: Secretary

AMERICAN WATER HEATER COMPANY,
a Nevada corporation

By: Robert W. Trudeau
Its: President

Attest:

By: Edward T. Haskins
Its: Secretary

STATE OF TENNESSEE)

COUNTY OF Washington) SS:

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Judy A. Jarne
Notary Public
My Commission Expires: 04/29/98

STATE OF TENNESSEE)

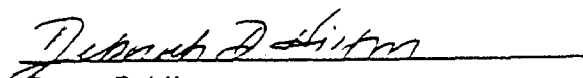
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Notary Public
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