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09-25-2001



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September 13, 2001

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

In Re: **CORRECTED TRADEMARK COVER SHEET**

Dear Sir:

09/19/01

Please record the enclosed document:

1. Name of conveying party: HSI Systems, Inc., formerly H & S Systems of Decatur, Inc.
2. Name and address of receiving party: Airfloat/HSI Systems, Inc., an Illinois corporation having its principal place of business at 2230 North Brush College Road, Decatur, IL 62526
3. Description of transaction: Articles of Merger
4. Identification of registration: U.S. Registration No. 1,668,238, dated December 17, 1991, for the trademark HSI
5. Name and address of party to whom correspondence concerning this document should be mailed: The undersigned at the address and telephone number shown on the letterhead
6. Total number of registrations involved: One
7. Date of execution: December 31, 1997
8. Total fee: \$40.00 check enclosed
9. Please charge any deficiency in the fee relating to this recordation, and credit any overpayment, to Deposit Account No. 02-1240
10. This cover sheet is intended to correct the cover sheet dated May 23, 2001, which was received and recorded at the Patent and Trademark Office on May 29, 2001, at reel 002308, frame 0420 et seq. That cover sheet incorrectly listed the subject registration as U.S. Registration No. 1,666,238.

09/24/2001 LMUELLER 00000049 1668238

01 FC:481

40.00 DP

TRADEMARK
REEL: 002372 FRAME: 0667

11. To the best of my knowledge and belief, the foregoing information is true and correct.

Respectfully submitted,

Philip L. Bateman

Philip L. Bateman

Attorney for Assignee

Registration No. 30,127

File Number 5578-744-1

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF MERGER OF
HSI SYSTEMS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS 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.

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 31ST day of DECEMBER A.D. 19 97 and of the Independence of the United States the two hundred and 22ND .



George H. Ryan

Secretary of State

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # **5578-744-**

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

EFFECTIVE: 1/1/98

FILED

DEC 31 1997

PAID

JAN 06 1998

**GEORGE H. RYAN
SECRETARY OF STATE**

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date **12/31/97**

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 corpora-
tions, \$50 for each additional corpora-
tion.

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

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>HSI Systems, Inc.</u>	<u>IL</u>	<u>5578-744-1</u>
<u>Airfleet Systems of Decatur, Inc.</u>	<u>IL</u>	<u>5573-966-8</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: HSI Systems, Inc.
acquiring

(b) it shall be governed by the laws of: IL

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 31 1997

SECRETARY OF STATE

5. Plan of ^{merger} 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

Name of 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
HSI Systems, Inc.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Airflex Systems of Decatur, Inc.	<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"/>	<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.

7. (Complete this part 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 corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated 12-30, 1997 by HSI Systems, Inc.
 (Signature of Secretary or Assistant Secretary) (Exact Name of Corporation)
 attested by Mary J. Demirian by J. Gerald Demirian
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Mary J. Demirian, Secretary J. Gerald Demirian, President
 (Type or Print Name and Title) (Type or Print Name and Title)

Dated 12-30, 1997 by Airfleet Systems of America, Inc.
 (Signature of Secretary or Assistant Secretary) (Exact Name of Corporation)
 attested by Mary J. Demirian by J. Gerald Demirian
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Mary J. Demirian, Secretary J. Gerald Demirian, President
 (Type or Print Name and Title) (Type or Print Name and Title)

Dated _____, 19_____
 attested by _____ by _____
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of December 30 1997 by and between Airfloat Systems of Decatur, Inc., an Illinois corporation ("Airfloat"), and HSI Systems, Inc., an Illinois corporation ("HSI" and together with Airfloat, the "Constituent Corporations").

WITNESSETH:

WHEREAS, the parties wish to provide for the merger of Airfloat with and into HSI (the "Merger"), subject to the terms and conditions hereinafter set forth;

WHEREAS, HSI has authorized capital stock consisting of 5,000 shares of Class A Common Stock, no par value per share (the "HSI Class A Stock"), and 5,000 shares of non-voting Class B Common Stock, no par value per share (the "HSI Class B Stock" and, together with the HSI Class A Stock, the "HSI Common Stock");

WHEREAS, Airfloat has authorized capital stock consisting of 5,000 shares of Class A Common Stock, no par value per share (the "Airfloat Class A Stock"), of which 500 shares are issued and outstanding, and 5,000 shares of non-voting Class B Common Stock, no par value per share (the "Airfloat Class B Stock" and, together with the Airfloat Class A Stock, the "Airfloat Common Stock"), of which 500 shares are issued and outstanding;

WHEREAS, the respective Boards of Directors and shareholders of the Constituent Corporations have determined that it is advisable and in the best interests of such corporations that Airfloat be merged with and into HSI on the terms and conditions hereinafter set forth in accordance with the applicable law of the State of Illinois;

WHEREAS, the independent auditor for HSI and Airfloat is ascribing a value to each of HSI (the "HSI Value") and Airfloat (the "Airfloat Value"); and


WHEREAS, the respective Boards of Directors and shareholders of the Constituent Corporations have, by resolutions duly adopted, approved this Agreement and Plan of Merger.

NOW THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

ARTICLE I

MERGER

1.01 The Merger. In accordance with the provisions of this Agreement and Section 11.05 of the Illinois Business Corporation Act (the "Illinois Act"), at the Effective Time (as hereinafter defined) Airfloat shall be merged with and into HSI, the separate existence of the Constituent Corporations shall cease and HSI shall continue as the surviving corporation (the "Surviving

Corporation") under the corporate name Airfloat/HSI Systems, Inc. 

1.02 Surviving Corporation. At the Effective Time, the Surviving Corporation shall succeed to and possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all singular, rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due either of the Constituent Corporations on whatever account, including without limitation, debts relating to stock subscriptions and all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, all rights of creditors and all liens upon the property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thereafter attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. No demand for any cause then existing against either of the Constituent Corporations shall be released or impaired by the Merger.

Except as hereinafter specifically set forth, at the Effective Time, the identity, existence, corporate organization, objects, franchises, privileges, rights and immunities of Airfloat shall be merged into HSI, and HSI shall, as the Surviving Corporation, be fully vested therewith. The separate existence and the corporate organization of Airfloat, except insofar as they may be continued by Illinois Act, shall cease at the Effective Time.

ARTICLE II

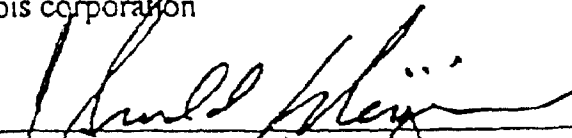
ARTICLES OF INCORPORATION: BY-LAWS

The Articles of Incorporation of HSI as in effect at the Effective Time, as defined herein, shall be the Articles of Incorporation of the Surviving Corporation, unless and until amended in accordance with the terms thereof and the Illinois Act, that such Articles of Incorporation are hereby amended to effect the change of name contemplated hereby, accept and as set forth on exhibit A hereto.

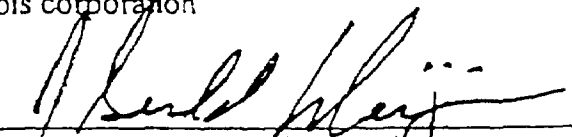
The By-laws of HSI as in effect at the Effective Time, as defined herein, shall be the By-laws of the Surviving Corporation, unless and until amended in accordance with the terms thereof and the Illinois Act.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been signed by parties hereto as of the date first above written.

AIRFLOAT SYSTEMS OF DECATUR, INC.,
an Illinois corporation

By: 
Name: J. Gerald Deming
Title: President

HSI SYSTEMS, INC.,
an Illinois corporation

By: 
Name: J. Gerald Deming
Title: President