

02-01-2002



101968456

To the Honorable Commissioner of P

original documents or copy thereof.

1. Name of conveying party(ies):

Alliance America Corporation

11-7-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Georgia Other Merger documents

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: October 26, 1998

2. Name and address of receiving party(ies)

Name: Greensteel, Inc.

Internal Address:

Street

Address: 29 Laing Avenue

City: Dixonville State PA Zip 15734

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,267,103

Additional number(s) attached Yes No

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

Name: Charles Vorndran, Esq.

Internal Address: Troutman Sanders LLP

Suite 5200

Street Address: 600 Peachtree Street NE

31/2002 6TOM11 00000285 2267103

City: Atlanta State GA Zip: 30308

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:

(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.

Charles Vorndran

Name of Person Signing

Charles Vorndran Signature

11-07-01

Date

Total number of pages including cover sheet, attachments, and document: 8

Mall documents to be recorded with required cover sheet information to:

98.3240915

ARTICLES OF MERGER
OF
ALLIANCE AMERICA CORPORATION
INTO
GREENSTEEL, INC.

Pursuant to the provisions of the Georgia Business Corporation Code, the undersigned corporations adopt the following articles of merger:

1. Annexed hereto and made apart hereof is the Agreement and Plan of Merger for merging Alliance America Corporation, a corporation incorporated under the laws of the State of Georgia, with and into Greensteel, Inc., a corporation incorporated under the laws of the State of Delaware, adopted at a meeting by the Board of Directors of Alliance America Corporation on October 8, 1998 and adopted by the Board of Directors of Greensteel, Inc. on October 8, 1998.

2. The merger was approved by the sole shareholder of Alliance America Corporation.

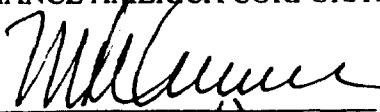
3. The merger of Alliance America Corporation with and into Greensteel, Inc. is permitted by the laws of the jurisdiction of organization of Greensteel, Inc. and has been authorized in compliance with said laws.

4. This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

Date: October 26, 1998



ALLIANCE AMERICA CORPORATION

By:


Name: ~~Mr~~ M.A. Dunn
Title: Chairman/CEO

Date: October 26, 1998

GREENSTEEL, INC.

86. Hd SE 2
By: 
Name: Joseph A. Menniti
Title: 

NYCLIVERUK/249563/7rev011 DOC/10/07/98/12199.040000

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN AND MERGER, dated as of October 26, 1998 (the "Agreement"), between Greensteel, Inc., a Delaware corporation ("Greensteel"), and Alliance America Corporation, a Georgia corporation ("Alliance," and together with Greensteel being referred to as the "Constituent Corporations").

WHEREAS, all of the outstanding capital stock of each of the Constituent Corporations is owned, directly or indirectly, by PolyVision Corporation, a New York corporation;

WHEREAS, the respective Boards of Directors and stockholders of the Constituent Corporations deem it advisable and to the welfare and advantage of each of the Constituent Corporations and their respective stockholders that the Constituent Corporations merge (the "Merger") into a single corporation, Greensteel, on the terms and subject to the conditions contained herein and, in accordance with the General Corporation Law of the State of Delaware and the Business Corporation Code of the State of Georgia, have approved this Agreement and the merger contemplated hereby and have authorized the execution and delivery of this Agreement; and

NOW THEREFORE, in accordance with the respective laws of the states of incorporation of each Constituent Corporation and in consideration of the mutual agreements contained herein and in order to set forth the terms and conditions relating to the Merger and the mode of carrying the Merger into effect, the parties hereto hereby agree as follows:

1. Merger; Effective Date. On the Effective Date, Alliance shall be merged with and into Greensteel, and Greensteel shall be the surviving corporation (being sometimes referred to herein as the "Surviving Corporation"). The Merger shall become effective upon the filing of this Agreement, a Certificate of Merger or such other documents as may be necessary to effect the Merger with the Secretary of State of each state of incorporation of each Constituent Corporation (the "Effective Date").

2. Name of Surviving Corporation, Certificate of Incorporation, By-Laws, Directors and Officers.

2.1. Name of Surviving Corporation. The name of the Surviving Corporation is Greensteel, Inc.

2.2. Certificate of Incorporation. On the Effective Date, the Certificate of Incorporation of Greensteel as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation.

2.3. By-Laws. On the Effective Date, the By-Laws of Greensteel, as in effect immediately prior to the Merger shall be the By-Laws of the Surviving Corporation until amended as therein provided.

2.4. Directors and Officers. The directors and officers of the Surviving Corporation from and after the Effective Date shall be those directors and officers of Greensteel in office on the Effective Date, each of whom shall hold office in the Surviving Corporation until his respective successor is elected and shall qualify in accordance with law and the By-Laws of the Surviving Corporation.

2.5. Vacancies. If, on or after the Effective Date, a vacancy exists in the Board of Directors or in any of the offices of the Surviving Corporation by reason of death or inability or refusal to act, or for any other reason, such vacancy may be filled in the manner provided in the By-Laws of the Surviving Corporation.

2.6. Purpose. The purpose of the Surviving Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

3. Status of Securities of Constituent Corporations.

3.1. Surviving Corporation. The Surviving Corporation is authorized to issue 1,000 shares of Common Stock, par value \$.01 per share. The shares of capital stock of Greensteel outstanding on the Effective Date shall continue as shares of capital stock of the Surviving Corporation.

3.2. Alliance. On the Effective Date, each issued and outstanding share of stock of Alliance shall, by virtue of the Merger, and without any action on the part of the holder thereof, be automatically cancelled.

4. Miscellaneous.

4.1. Amendment and Termination of Merger. At any time prior to the Effective Date, this Agreement may be amended or terminated by mutual agreement of the respective Boards of Directors of the Constituent Corporations notwithstanding approval of this Agreement by the stockholders of any or each of the Constituent Corporations.

4.2. Effect of Merger. From and after the Effective Date:

(a) the Surviving Corporation shall succeed to all the rights and obligations of Alliance and shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties of Alliance;

(b) all of the rights, privileges, powers and franchises of Alliance, and all property, real, personal and mixed, and all debts due to Alliance, on whatever account, shall be vested in the Surviving Corporation;

(c) all property, rights, privileges, powers and franchises and all and every other interest of Alliance shall be thereafter as effectually the property of the Surviving

Corporation as they were of Alliance, and the title to any real estate vested by deed or otherwise in Alliance shall not revert or be in any way impaired; and

(d) all rights of creditors and all liens upon any property of Alliance shall be preserved unimpaired, and all debts, liabilities and duties of Alliance, including those of any employee benefit plan, shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties has been incurred or contracted by it.

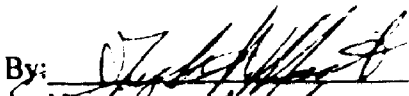
At any time, and from time to time, after the Effective Date, the last acting officer of Alliance, or the corresponding officers of the Surviving Corporation, may in the name of Alliance, execute and deliver all such proper deeds, assignments and other instruments, and take or cause to be taken all such further or other action, as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of the respective property, rights, privileges, powers, franchises, immunities and interests of Alliance and otherwise to carry out the purposes of this Agreement and the Merger.

4.3. Execution in Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

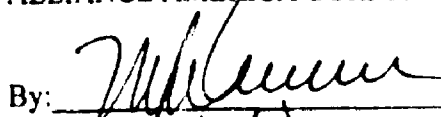
4.4. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, this Agreement has been executed by each of the Constituent Corporations by a duly appointed officer as of the date first above written.

GREENSTEEL, INC.

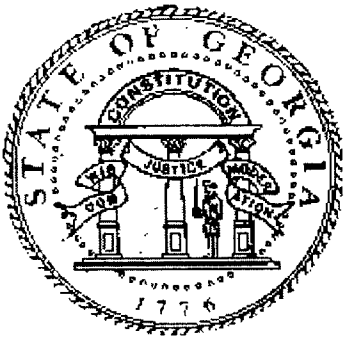
By: 
Name: _____
Title: President/CEO

ALLIANCE AMERICA CORPORATION

By: 
Name: H. N. DUNN
Title: CHAIRMAN/CEO

NOV 20 2 35 PM '98

SECRETARY OF STATE



Cathy Cox
Secretary of State
State of Georgia

GEORGIA SECRETARY OF STATE
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Warren H. Rary
Director

CONTROL NUMBER : J607504
DATE INC/AUTH/FILED : 05/19/1986
JURISDICTION : GEORGIA
PRINT DATE : 10/23/2001
FORM NUMBER : 220

BUSINESS INFORMATION PRINTOUT

This information is provided without certification from the business registration database maintained by the Secretary of State as of the print date on the following entity.

**ALLIANCE AMERICA CORPORATION
A DOMESTIC PROFIT COMPANY**

ADDRESS:
4888 SOUTH OLD PEACHTREE ROAD
NORCROSS , GA 30371

CEO:
MICHAEL H DUNN
SEC:
RICHARD J STILL

CFO:
RICHARD J STILL
REGISTERED AGENT & OFFICE:
PRENTICE HALL CORP SYSTEM, INC
100 PEACHTREE ST
ATLANTA , GA 30303

Date of last annual registration
Status
Status Date

: 03/23/1998
: MERGED
: 11/20/1998

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983240915
CONTROL NUMBER: 8607504
EFFECTIVE DATE: 11/20/1998
REFERENCE : 0077
PRINT DATE : 11/20/1998
FORM NUMBER : 411

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA GA 30361

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

GREENSTEEL, INC., A DELAWARE CORPORATION

Nonsurviving Entity/Entities:

ALLIANCE AMERICA CORPORATION, A GEORGIA CORPORATION



Lewis A. Massey

LEWIS A. MASSEY
SECRETARY OF STATE

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 012960349
CONTROL NUMBER : J607504
DATE INC/AUTH/FILED: 05/19/1986
JURISDICTION : GEORGIA
PRINT DATE : 10/23/2001
FORM NUMBER : 215

CORPORATION SERVICE COMPANY
SHEILA PITTARD
1201 HAYS ST.
TALLAHASSEE, FL 32301

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

ALLIANCE AMERICA CORPORATION
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read 'Cathy Cox', is written over the printed name.

Cathy Cox
Secretary of State

RECORDED: 11/07/2001

TRADEMARK
REEL: 002434 FRAME: 0718