



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

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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):

HSI Systems Inc.

1-22-02

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

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

2. Name and address of receiving party(ies)

Name: Airfloat/HSI Systems, Inc.

Internal Address: _____

Street Address: 2230 Bush College Rd

City: Decatur State: IL Zip: 62526

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State IL
- 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
- Security Agreement
- Other _____
- Merger
- Change of Name
HSI survived merger with HSI and changed its name

Execution Date: 12/31/97

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1668238

Additional number(s) attached Yes No

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

Name: Charles A. Demirian

Internal Address: The Demico Group

Street Address: 225 N. Water Street

City: Decatur State: IL Zip: 62523

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 A. Demirian
Name of Person Signing

[Signature]
Signature

12/15/01
Date

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

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

02/06/2002 6TON11 0000016 1668238

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40.00 OP

BCA-11.25

ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE

File # 5578-744-1

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

EFFECTIVE: 1/1/98

FILED

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 12/31/97

Filing Fee \$ 100.00

Approved: 

DEC 31 1997

PAID

JAN 06 1998

GEORGE H. RYAN
SECRETARY OF STATE

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. |
|-----------------------------------|--------------------------------------|----------------------|
| HSI Systems, Inc. | IL | 5578-744-1 |
| Airfloat Systems of Decatur, Inc. | IL | 5573-966-8 |
| | | |
| | | |

The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

(a) Name of the surviving new corporation: HSI Systems, Inc.
acquiring

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

Plan of merge 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

TRADEMARK

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merger

of 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

SI Systems, Inc.

Virtual Systems of Decatur, Inc.

(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:

- a. 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.
- b. 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
- c. 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.

Complete this form if reporting a merger under § 11.30—90% owned subsidiary provisions.)

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 |
|---------------------|--|--|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

(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.)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

_____ 12-30, 19 97
 by Mary J. Demirjian
 (Signature of Secretary or Assistant Secretary)
Mary J. Demirjian, Secretary
 (Type or Print Name and Title)

_____ HSI Systems, Inc.
 (Exact Name of Corporation)
 by J. Gerald Demirjian
 (Signature of President or Vice President)
J. Gerald Demirjian, President
 (Type or Print Name and Title)

_____ 12-30, 19 97
 by Mary J. Demirjian
 (Signature of Secretary or Assistant Secretary)
Mary J. Demirjian, Secretary
 (Type or Print Name and Title)

_____ Aircraft Systems of Decatur, Inc.
 (Exact Name of Corporation)
 by J. Gerald Demirjian
 (Signature of President or Vice President)
J. Gerald Demirjian, President
 (Type or Print Name and Title)

_____ , 19 _____
 by _____
 (Signature of Secretary or Assistant Secretary)

_____ (Exact Name of Corporation)
 by _____
 (Signature of President or Vice President)

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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

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

1.02 Surviving Corporation. At the Effective Time, the Surviving Corporation shall succeed 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 the 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.