

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings ⇌ ⇌ ⇌

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

1. Name of conveying party(ies):

Baron Blakeslee, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 10/29/98

2. Name and address of receiving party(ies)

Name: Thermal Equipment Corporation

Internal

Address:

Street Address: 1301 W. 228th Street

City: Torrance State: CA Zip: 90501

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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) 0,868,814 and 2,228,959

Additional number(s) attached Yes No

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

Name: Ted R. Rittmaster, Esq.

Internal Address:

Street Address: Foley & Lardner
2029 Century Park East, 35th Floor

City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

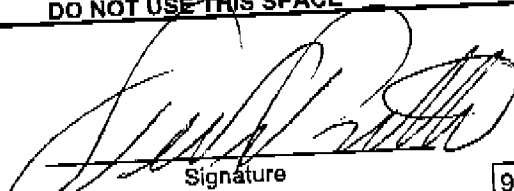
8. Deposit account number:

50-0872

DO NOT USE THIS SPACE

9. Signature.

Ted R. Rittmaster
Name of Person Signing



Signature

10/07/02

Date

Total number of pages including cover sheet, attachments, and document: 9

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 AGREEMENT OF MERGER, WHICH MERGES: "BARON BLAKESLEE, INC.", A DELAWARE CORPORATION, WITH AND INTO "THERMAL EQUIPMENT CORPORATION" UNDER THE NAME OF "THERMAL EQUIPMENT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2971625 8100M
981456104

AUTHENTICATION: 9430169
DATE: 12-01-98

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REEL: 002558 FRAME: 0231

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/30/1998
981456104 - 2294930

AGREEMENT OF MERGER
merging
BARON BLAKESLEE, INC.
(a Delaware corporation)
with and into
THERMAL EQUIPMENT CORPORATION
(a California corporation)

THIS AGREEMENT OF MERGER is entered into on the 29th day of October, 1998 between **THERMAL EQUIPMENT CORPORATION**, a California corporation (the "Surviving Corporation"), and **BARON BLAKESLEE, INC.**, a Delaware corporation (the "Merging Corporation").

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that the Merging Corporation be merged with and into the Surviving Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and California, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements and provisions hereinafter contained, the Merging Corporation and the Surviving Corporation, by their respective Boards of Directors, have agreed and hereby agree, each with the other as follows:

ARTICLE 1

The Merging Corporation shall be merged with and into the Surviving Corporation. The Surviving Corporation shall continue its corporate name and existence under the laws of the State of California. The separate corporate existence of the Merging Corporation shall cease. The Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Merging Corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 1301 West 228th Street, Torrance, California 90501, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

ARTICLE 2

The Certificate of Incorporation and the By-laws of the Surviving Corporation shall not be amended or modified as a result of or in connection with the Merger.

ARTICLE 3

The outstanding shares of the Merging Corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefore.

ARTICLE 4

The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by this merger.

ARTICLE 5

The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all action necessary or desirable to evidence or carry out this merger.

ARTICLE 6

The laws of the State of Delaware and the State of California permit the Merging Corporation to merge with the Surviving Corporation, and the Merging Corporation has complied with such laws in effecting this merger.

ARTICLE 7

This merger shall take effect upon the filing of the later of a Certificate of Approval of Agreement of Merger with the office of the California Secretary of State and the Merger Agreement with the office of the Delaware Secretary of State.

ARTICLE 8

This Agreement of Merger may be executed in counterparts, each of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement of Merger is executed by the duly authorized officer of each party hereto as of the day and year first above written.


THERMAL EQUIPMENT CORPORATION
(the "Surviving Corporation")

BARON BLAKESLEE, INC.
(the "Merging Corporation")

By: 
Robert L. Rabuck, President

By: 
Robert L. Rabuck, President

Attest: 
Roland J. Parker, Secretary


Attest: 
Roland J. Parker, Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER
merging
BARON BLAKESLEE, INC.
(a Delaware corporation)
with and into
THERMAL EQUIPMENT CORPORATION
(a California corporation)**

The undersigned, Robert L. Rabuck and Roland J. Parker, certify that:

1. They are the president and secretary, respectively, of **THERMAL EQUIPMENT CORPORATION**, a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved in special meetings by the board of directors and sole shareholder of the Corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares of the Corporation and the number of shares outstanding is 24.

Date: October 29, 1998

By: 
Robert L. Rabuck, President


By: 
Roland J. Parker, Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**
merging
BARON BLAKESLEE, INC.
(a Delaware corporation)
with and into
THERMAL EQUIPMENT CORPORATION
(a California corporation)

The undersigned, Robert L. Rabuck and Roland J. Parker, certify that:

1. They are the president and secretary, respectively, of **BARON BLAKESLEE, INC.**, a Delaware corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved by the board of directors and sole shareholder of the Corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares of the Corporation and the number of shares outstanding is 5,000.

Date: October 29, 1998

By: 
Robert L. Rabuck, President

By: 
Roland J. Parker, Secretary

State of California

SECRETARY OF STATE



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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

NOV 1 1998



Secretary of State

APPROVED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

NOV -6 1998

GILL JONES, SECRETARY OF STATE

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BARON BLAKESLEE, INC.
(a Delaware corporation)
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NOW, THEREFORE, in consideration of the premises and of the agreements and provisions hereinafter contained, the Merging Corporation and the Surviving Corporation, by their respective Boards of Directors, have agreed and hereby agree, each with the other as follows:

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The Merging Corporation shall be merged with and into the Surviving Corporation. The Surviving Corporation shall continue its corporate name and existence under the laws of the State of California. The separate corporate existence of the Merging Corporation shall cease.

ARTICLE 2

The Certificate of Incorporation and the By-laws of the Surviving Corporation shall not be amended or modified as a result of or in connection with the Merger.

ARTICLE 3

The outstanding shares of the Merging Corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefore.