

FORM PTO-1594
(Rev. 6-99)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0851-0011 (exp. 4/94)

Atty Docket No. 46420.276294

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

1. Name of conveying party(ies):

OEB Incorporated

- Individuals(s)
- General Partnership
- Corporation-State - North Carolina
- Other

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: **YKK (U.S.A.) Inc.**

Internal Address: **1306 Cobb Industrial Drive**

Street Address:

City: **Marietta** State: **GA** Zip: **30066**

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional names(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: **February 14, 2002**

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,553,846

Additional numbers attached? Yes No

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

Name: **William H. Brewster**

Internal Address: **Kilpatrick Stockton LLP**

Suite 2800

Street Address: **1100 Peachtree Street**

City: **Atlanta** State: **GA** Zip: **30309**

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

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

11-0860

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.

Valetta A. Northcutt

Name of Person Signing

Valetta Northcutt
Signature

10/9/02
Date

Total number of pages including cover sheet, attachments, and document: **7**



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

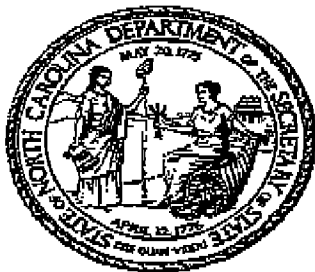
OF

OEB INCORPORATED

INTO

YKK (U.S.A.) INC.

the original of which was filed in this office on the 14th day of February, 2002.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 14th day of February, 2002

Elaine F. Marshall

Secretary of State

Document Id: 220469001

SOSID: 0165368
Date Filed: 2/14/2002 2:22 PM
Elaine F. Marshall
North Carolina Secretary of State

22 046 9001

**ARTICLES OF MERGER
OF
OEB INCORPORATED
WITH AND INTO
YKK (U.S.A.) INC.**

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in the merger of **OEB INCORPORATED**, a North Carolina corporation, with and into **YKK (U.S.A.) INC.**, a New York corporation, (the "Merger") as follows:

1. The name of the surviving corporation is **YKK (U.S.A.) Inc.**, a corporation organized under the laws of New York; the name of the merged corporation is **OEB Incorporated**, a corporation organized under the laws of North Carolina.
2. The Plan of Merger (the "Plan") was duly authorized, approved, adopted, certified, executed and acknowledged by the Board of Directors of **YKK (U.S.A.) Inc.** in accordance with the laws of the State of New York. A copy of the Plan is set forth on Attachment A. Pursuant to Section 905 of the Business Corporation Law of New York, since **YKK (U.S.A.) Inc.** owns 100% of the issued and outstanding shares of capital stock of **OEB**, approval of **YKK (U.S.A.) Inc.**'s shareholders is not required.
3. Pursuant to Section 55-11-04 of the North Carolina Business Corporation Act, approval of the shareholders of **OEB** was not required to effect the Merger as **YKK (U.S.A.) Inc.** owns 100% of the issued and outstanding shares of capital stock of **OEB**.
4. The Merger is permitted by the laws of North Carolina and **OEB Incorporated** has complied with all applicable laws of North Carolina in connection with the Merger.
5. The Merger shall become effective in both North Carolina and New York at 11:59 p.m. EST on February 14, 2002.

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IN WITNESS WHEREOF, the undersigned has caused its duly authorized representative to execute these Articles of Merger this 7th day of February, 2002.

YKK (U.S.A.) INC.

By:


Mr. Masahiro Ujihara
President

10/03/02 13:40 FAX 770 261 8159
Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

YKK CORP. OF AMERICA

006

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: YKK (U.S.A.) INC.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: ** NO SERVICE COMPANY **

SERVICE CODE: 00

CONSTITUENT NAME: OEB INCORPORATED

FILED: 02/14/2002 DURATION: ***** CASH#: 020214000602 FILM #: 020214000590

ADDRESS FOR PROCESS

EFFECT DATE

02/14/2002

REGISTERED AGENT



FILER	FEES		PAYMENTS	
		135.00		135.00
	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	135.00
	CERT	0.00	CHARGE	0.00
	COPIES	0.00	DRAWDOWN	0.00
	HANDLING	75.00	BILLED	0.00
			REFUND	0.00

LAURA S SHEEHAN ESQ
TROUTMAN SANDERS LLP
600 PEACHTREE ST NE STE 5200
ATLANTA, GA 30308-2216

DOS-1025 (11/89)

TRADEMARK

REEL: 002558 FRAME: 0860

**CERTIFICATE OF MERGER
OF
OEB INCORPORATED
INTO
YKK (U.S.A.) INC.**

*Under Section 905
of the Business Corporation Law*

Pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, the undersigned corporation hereby certifies in connection with the merger (the "Merger") of OEB INCORPORATED, a North Carolina corporation, with and into YKK (U.S.A.) INC., a New York corporation, as follows:

FIRST: That the name and state of incorporation of each of the constituent corporations of the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
YKK (U.S.A.) Inc. (formed under the name and formerly known as Yoshida International, Inc.)	New York
OEB Incorporated	North Carolina

SECOND: That the name of the corporation to be merged is OEB Incorporated and the name of the surviving corporation of the Merger is YKK (U.S.A.) Inc.

THIRD: That the issued and outstanding shares of capital stock of OEB Incorporated consist solely of 100 shares of common stock, \$1.00 par value per share, of which YKK (U.S.A.) Inc. owns 100% of such shares.

FOURTH: That the Merger is permitted by the laws of North Carolina and the laws of New York and that the Merger is in compliance therewith.

FIFTH: That the certificate of incorporation of YKK (U.S.A.) Inc. was originally filed with the Department of State of New York on May 23, 1960 under the name Yoshida International, Inc. A Certificate of Amendment was filed on January 26, 1972 changing its name to YKK Zipper (U.S.A.) Inc. A subsequent Certificate of Amendment was filed on March 28, 1975 changing its name to YKK (U.S.A.) Inc.

SIXTH: That OEB Incorporated was incorporated under the laws of the State of North Carolina on the 1st day of April, 1999. No application has been filed for authority to transact business in the State of New York.

SEVENTH: That the Plan of Merger was duly adopted by the Board of Directors of YKK (U.S.A.) Inc., as the parent and surviving corporation.

EIGHTH: That the Merger shall become effective on February 14, 2002.

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