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MICHAEL A. HIERL
ARNE M. OLSON
DOLORES T. KENNEY
TALIVALDIS CEPURITIS
KATHRYN E. GARIPAY
DANIEL J. DENEUFBOURG
MARK A. BORUTA

RICHARD L. ROBINSON
JOSEPH M. KUO
MARTIN J. CORN
DAVID A. GOTTARDO

LAW OFFICES OF
OLSON & HIERL, LTD.

20 NORTH WACKER DRIVE
36TH FLOOR
CHICAGO, ILLINOIS 60606
(312) 580-1180
FACSIMILE (312) 580-1189
firm@olsonhierl.com

08-15-2002



102190980

SEYMOUR ROTHSTEIN
DAVID L. APPLGATE
JOHN W. KLOOSTER
OF COUNSEL

ROBERT J. ROSS, Ph.D.
PATENT AGENT

April 22, 2002

Box Assignments

Director - U.S. Patent and Trademark Office
Washington, D.C. 20231

8-2-02

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Re: Recordation of Agreement of Merger
U.S. Trademark Registration No. 729,180
Title: TM LEE
Our Case No. CL-85234 (104200-000193)

Resubm

Dear Sir:

Please record the attached Agreement of Merger document:

1. The name of the conveying party is:

Filter Dynamics International, Inc. ✓

2. The name and address of the receiving party is:

FDI, Inc.
18451 Euclid Avenue
Cleveland, Ohio 44112

3. The conveyance is an Agreement of Merger executed by:

on May 25, 1974

Harvey A. Braun, President of Filter Dynamics, International, Inc. and recorded in the PTO at Trademark Reel 425 Frame 968-975

4. The Trademark Registration against which the document is to be recorded is:

Registration No. 729,180 registered March 27, 1962 for the mark LEE

05/20/2002 BYTME 00000126 729180

01 FC:481

40.00 DP

TRADEMARK
REEL: 002564 FRAME: 0074

5. All correspondence concerning this document should be mailed to:

Olson & Hierl, Ltd.
20 North Wacker Drive - 36th Floor
Chicago, IL 60606.


Please return original document to the attention of: Seymour Rothstein, Esq.

6. One registration is involved at a recordal fee of \$40.00, [§37 C.F.R. 1.21 (h)].
7. The total fee (37 C.F.R. 3.41) of \$40.00 (Check No. 21219) is enclosed.
8. Please credit any overpayment or charge any underpayment to Deposit Account No. 15-0508.
9. To the best of my knowledge and belief, the foregoing information is true and correct and the attached is the original document.

Respectfully submitted,

OLSON & HIERL, LTD.

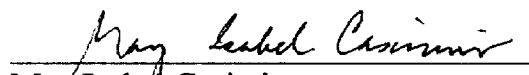
By:


Seymour Rothstein
Reg. No. 19,369

SR:mic
Enclosure

CERTIFICATE OF MAILING

I hereby certify that this paper with attachments and fee is being deposited with the United States Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Box Assignment, Director - U.S. Patent & Trademark Office, Washington, D.C. 20231 on April 22, 2002.


May Isabel Casimiro

AGREEMENT OF MERGER
MERGING
FILTER DYNAMICS INTERNATIONAL, INC.,
a Delaware corporation,
INTO
FDI, Inc.,
a Delaware corporation

THIS AGREEMENT OF MERGER, dated the 25th day of May, 1974, by and between FDI Inc., a Delaware corporation ("Surviving Corporation"), and FILTER DYNAMICS INTERNATIONAL, INC., a Delaware corporation ("FDI")

WITNESSETH:

WHEREAS, FDI by its certificate of incorporation, which was filed in the office of the Secretary of State of Delaware on December 9, 1968, and recorded in the office of the Recorder of Deeds for the County of New Castle, as amended to date, has an authorized capital stock consisting of 15,250,000 shares, divided into 2,500,000 shares of Convertible Preferred Stock of the par value of \$1.00 each, 250,000 shares of Special Preferred Stock without par value, and 12,500,000 shares of Common Stock of the par value of \$1.00 each, of which 490,604 shares of Convertible Preferred Stock, no shares of Special Preferred Stock, and 1,750,231 shares of Common Stock are now issued and outstanding; and

WHEREAS, Surviving Corporation by its certificate of incorporation which was filed in the Office of the Secretary of State of Delaware on May 23d, 1974, and recorded in the Office of the Recorder of Deeds for the County of New Castle, has an authorized capital stock consisting of 1,000 shares of Common Stock of the par value of \$1 each, all of which are now issued and outstanding; and

WHEREAS, it is contemplated that on the next business day prior to the Effective Date, as hereinafter defined, Rayco International, Inc., an Ohio corporation, will have been merged into Surviving Corporation, whereupon the certificate of incorporation of Surviving Corporation will be amended so that Surviving Corporation will have an authorized capital stock consisting of 14,965,000 shares, divided into 2,500,000 shares of Convertible Preferred Stock of the par value of \$1 each, 65,000 shares of Special Preferred Stock of the par value of \$100 each, and 12,500,000 shares of Common Stock of the par value of \$1 each, of which no shares of Convertible Preferred Stock, 53,425.2 shares of Special Preferred Stock, and 10,766.8 shares of Common Stock will be issued and outstanding; and

WHEREAS, the board of directors of each of said corporations, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished, and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that FDI be merged into Surviving Corporation;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and provisions hereinafter set forth, the parties hereby agree as follows:

First, Upon the Effective Date, FDI shall be merged into Surviving Corporation in accordance with the General Corporation Law of the State of Delaware. The separate existence of FDI shall thereupon cease, and the constituent corporations shall become a single corporation in accordance with this Agreement, possessing all of the rights, privileges, powers, franchises, and immunities, as well of a public as a private nature, and being subject to all of the restrictions, disabilities, and duties of each of the constituent corporations. Thereupon, all and singular the rights, privileges, powers, franchises, and immunities of FDI and Surviving Corporation, and all property and assets, real, personal and mixed, and all debts and obligations due to either of said constituent corporations on whatever account, as well for

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... shall, in addition to all other things, in action or being in the name of such corporations, shall without further act or deed be vested in and devolve upon Surviving Corporation. All property, rights, privileges, powers, franchises, immunities, and each and every other interest, and all patents, trademarks, licenses and registrations of FDI and Surviving Corporation shall be thereafter as effectually the property of Surviving Corporation as they were of each of the constituent corporations, and the title to any real estate, whether vested by deed or otherwise, under the laws of the State of Delaware or any other state, in either of said constituent corporations shall not revert or be in any way impaired by reason of said merger; provided, however, that all rights of creditors and all liens upon any property of either of said constituent corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of the merger, and all debts, liabilities, and duties of FDI shall thenceforth attach to Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by Surviving Corporation. If, at any time, Surviving Corporation shall deem or be advised that any further deeds, assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in Surviving Corporation the title to any of the property or assets of FDI, then FDI and its proper officers and directors, whose existence and authority shall continue notwithstanding said merger for such purpose only, shall execute and deliver such deeds or instruments and do all such acts and things as may be necessary and proper to vest or confirm title and/or the benefits thereof to such property or assets in Surviving Corporation and otherwise to carry out the purposes of this Agreement. No action or proceeding, whether civil, criminal or administrative, pending by or against FDI or Surviving Corporation at the Effective Date shall abate or be discontinued by the merger, but may be enforced, prosecuted, settled or compromised as if said merger had not occurred, or Surviving Corporation may be substituted in such action or proceeding instead of FDI.

Second The existence of Surviving Corporation shall continue unaffected and unimpaired by the merger, with all of the rights, privileges, powers, franchises and immunities, and subject to all of the duties and liabilities, of a corporation organized under the General Corporation Law of Delaware. The certificate of incorporation and by-laws of Surviving Corporation, as in effect just prior to the Effective Date, shall continue in full force and effect after the Effective Date as the certificate of incorporation and by-laws, respectively, of Surviving Corporation, except as follows:

(a) Article Sixth of the certificate of incorporation of the Surviving Corporation shall be amended so that the Board of Directors of the Surviving Corporation which will serve until the next annual meeting of the stockholders, or until their successors are elected and qualified, shall be as set forth in Article Third hereof, and

(b) Article III, Section 2, of the By-Laws shall be amended so that the first sentence thereof as so amended shall be and read as follows:

"The number of directors of the corporation shall be seven."

Third The board of directors of FDI in office on the Effective Date, whose names and addresses are set forth below, shall upon the Effective Date become the board of directors of Surviving Corporation and shall hold office until their respective successors shall have been duly elected and qualified:

<u>Name</u>	<u>Address</u>
Harvey A. Braun	18451 Euclid Avenue Cleveland, Ohio 44112
Donald Gregg	18451 Euclid Avenue Cleveland, Ohio 44112
Ronald B. Peltz	Polak and Lipson Northern Ohio Bank Bldg. Cleveland, Ohio 44113
Richard D. Carr	P. O. Box 312 Lebanon, Missouri 65534
Richard W. Palmer	Northern Ohio Bank Cleveland, Ohio 44113
Jeffrey A. Cole	Cole Thompson & Berry, Inc. National City Bank Building Cleveland, Ohio 44114
Saul J. Sallman	710 St. Clair Avenue N.E. Cleveland, Ohio 44114

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The officers of FDI in office on the Effective Date, whose names and addresses are set forth below, shall upon the Effective Date become the officers of Surviving Corporation and shall hold office until their respective successors shall have been duly elected and qualified:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Harvey A. Braun	President and Chief Executive Officer	18451 Euclid Avenue Cleveland, Ohio 44112
Daniel Gregg	Executive Vice President	18451 Euclid Avenue Cleveland, Ohio 44112
Ronald B. Peltz	Corporate Secretary and Treasurer	Peltz and Lipson Northern Ohio Bank Bldg. Cleveland, Ohio 44113
Richard J. Roberts	Vice President and Division Manager	191 Talmadge Road Edison, New Jersey 08817
John W. Vargo	Vice President and Division Manager	18451 Euclid Avenue Cleveland, Ohio 44112
Richard Frischhorn	Vice President and Products Group Manager	1000 Hill Road P. O. Box 787 Benicia, California 94514
James T. Mueller	Vice President and Regional Director of Finance	924 Via Rincon Palms Verde Estates, California 90274
William J. Quest, Jr.	Vice President, Sales and Advertising	18451 Euclid Avenue Cleveland, Ohio 44112
Charles J. Strader	Vice President Battery Systems Group	2601 S. Gurney Santa Ana, California 92707

Fourth The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of Surviving Corporation shall be as follows:

(a) The shares of the Convertible Preferred Stock, Special Preferred Stock and Common Stock of Surviving Corporation which shall be issued and outstanding just prior to the Effective Date shall, upon the Effective Date, remain issued and outstanding as the shares of Surviving Corporation.

(b) Each share of the Common Stock of FDI which shall be issued and outstanding just prior to the Effective Date shall, upon the Effective Date, be exchanged or converted into one (1) share of the Common Stock of Surviving Corporation.

(c) Each share of the Convertible Preferred Stock of FDI which shall be issued and outstanding just prior to the Effective Date shall, upon the Effective Date, be exchanged or converted into one (1) share of the Convertible Preferred Stock of Surviving Corporation.

(d) Each employee stock option entitling the holder thereof to purchase shares of the Common Stock of FDI issued pursuant to the 1970 Qualified Stock Option Plan of FDI which shall be outstanding just prior to the Effective Date shall, upon the Effective Date, be assumed by Surviving Corporation and shall thereupon be deemed to be an option to purchase such number of shares of the Common Stock of Surviving Corporation as shall be equal to the number of shares of Common Stock of FDI purchasable thereunder just prior to the Effective Date without any change in the aggregate amount that would have been payable upon the exercise of such option if it had been exercised immediately prior to the Effective Date. In all other respects, the terms and conditions of such option shall be the terms and conditions applicable thereto immediately prior to the Effective Date.

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(e) Each warrant entitling the holders thereof to purchase shares of the Common Stock of FDI which shall be issued and outstanding just prior to the Effective Date shall, upon the Effective Date, be assumed by Surviving Corporation and shall thereupon be deemed to be a warrant to purchase such number of shares of the Common Stock of Surviving Corporation as shall be equal to the number of shares of Common Stock of FDI purchasable thereunder just prior to the Effective Date without any change in the aggregate amount that would have been payable upon the exercise of such warrant if it had been exercised immediately prior to the Effective Date. In all other respects, the terms and conditions of each such warrant shall be the terms and conditions applicable thereto immediately prior to the Effective Date.

(f) Upon the Effective Date, all certificates representing shares of FDI Common Stock or Convertible Preferred Stock outstanding prior to the Effective Date shall be deemed to represent shares of Common Stock or Convertible Preferred Stock, as the case may be, of the Surviving Corporation on the basis of the conversion ratios referred to above, without any exchange of certificates.

Fifth: The merger contemplated by this Agreement shall become effective on such date as a copy of this Agreement of Merger is filed in the office of the Secretary of State of Delaware (which date is herein referred to as the "Effective Date").

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have caused this Agreement to be executed by their respective Presidents and Secretaries under their respective corporate seals as the respective act, deed and agreement of each of said corporations, as of the date first hereinabove set forth.

FILTER DYNAMICS INTERNATIONAL, INC.

By: H.A. Bauer
President

ATTEST

Secretary

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TRADE-MARK

FDI, Inc.

By: H.A. Bauer
President

ATTEST

Secretary

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STATE OF *Illinois* } ss
COUNTY OF *Cook*

BE IT REMEMBERED that on this *21st* day of *May*, 1974, personally came before me, a Notary Public in and for the County and State aforesaid, HARVEY A. BRAUN, President of FILTER DYNAMICS INTERNATIONAL, INC., a corporation of the State of Delaware, that he duly executed the foregoing Agreement of Merger before me and acknowledged that said Agreement is the act and deed of said corporation, that the facts stated therein are true, and that the seal affixed to said Agreement and attested by the Secretary of said corporation is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Marion D. Lagrey
Notary Public

STATE OF *Illinois* } ss
COUNTY OF *Cook*

BE IT REMEMBERED that on this *21st* day of *MAY*, 1974, personally came before me, a Notary Public in and for the County and State aforesaid, HARVEY A. BRAUN, President of FDL, Inc., a corporation of the State of Delaware, that he duly executed the foregoing Agreement of Merger before me and acknowledged that said Agreement is the act and deed of said corporation, that the facts stated therein are true, and that the seal affixed to said Agreement and attested by the Secretary of the corporation is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Marion D. Lagrey
Notary Public

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CERTIFICATE

I, RONALD B. PELTZ, Secretary of FILTER DYNAMICS INTERNATIONAL, INC., a corporation organized and existing under the laws of the State of Delaware ("FDI"), hereby certify as such Secretary and under the corporate seal that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation by its President and Secretary and having been signed on behalf of FDI, Inc., a Delaware corporation, by its President and Secretary, was duly submitted to the stockholders of FDI at the deferred annual meeting of said stockholders on the 15th day of October, 1974, called and held separately from the meeting of stockholders of any other corporation after at least 20 days' notice by mail to each holder of stock, whether voting or nonvoting, of the time, place and purpose of such meeting, as provided by Section 251 of Title 8 of the Delaware General Corporation Law, for the purpose of considering the approval of the proposed Agreement of Merger; that the proposed Agreement of Merger was approved and adopted by the stockholders by an affirmative vote representing at least a majority of the outstanding stock of said corporation entitled to vote thereon; and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of FDI and as the duly adopted agreement of said corporation.

WITNESS my hand and the corporate seal this 15th day of October, 1974

RONALD B. PELTZ, Secretary

[CORPORATE SEAL]

CERTIFICATE

I, RONALD B. PELTZ, Secretary of FDI, Inc., a corporation organized and existing under the laws of the State of Delaware ("Surviving Corporation"), hereby certify as such Secretary and under the corporate seal that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation by its President and Secretary and having been signed on behalf of FILTER DYNAMICS INTERNATIONAL, INC., a Delaware corporation, by its President and Secretary, was duly adopted pursuant to Section 228 of the Delaware General Corporation Law by the written consent of the sole stockholder of Surviving Corporation dated October 14, 1974, and that thereby the Agreement of Merger was duly adopted as the act of the sole stockholder of Surviving Corporation and as the duly adopted agreement of said corporation.

WITNESS my hand and the corporate seal this 15th day of October, 1974

RONALD B. PELTZ, Secretary

[CORPORATE SEAL]

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THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and that fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, the President of each corporate party thereto does now hereby execute the said Agreement of Merger and the Secretary of each corporate party thereto does now hereby attest the said Agreement of Merger, as the respective act, deed and agreement of each of said corporations, on this 15th day of October, 1974.

FILTER DYNAMICS INTERNATIONAL, INC.

By: H.A. Bean
President

ATTEST:

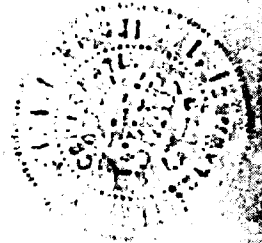
Secretary

FDI, Inc.

By: H.A. Bean
President

ATTEST:

Secretary



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TRADE-MARK



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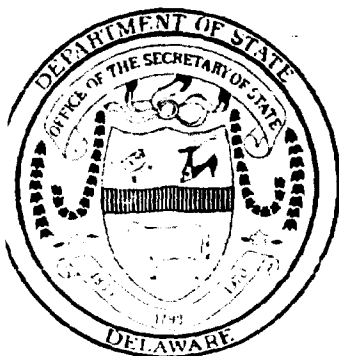
TRADE-MARK

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Agreement of Merger
filed in this office on October 15, 1974

RECORDED
PATENT & TRADEMARK
SEP 29 1982



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *J. Ward*

DATE: September 14, 1982