

09-03-2002



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

RE

102208505

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): SplitFire, Inc. 4065 Commercial Ave. Northbrook, IL 60062-1851

8-26-02

2. Name and address of receiving party(ies) Name: Old World Industries, Inc. Internal Address: Street Address: 4065 Commercial Ave City: Northbrook State: IL Zip: 60062-1851

3. Nature of conveyance: [] Assignment [] Security Agreement [] Other [] Merger [] Change of Name Execution Date: 12/18/98

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,092,101

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Old World Industries, Inc. Internal Address: Lisa Schaitberger Street Address: 4065 Commercial Ave City: Northbrook State: IL Zip: 60062-1851

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 45.00 [] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: 50-2377

DO NOT USE THIS SPACE

9. Signature. Daniel M. Leep Name of Person Signing

Signature

August 26, 2002 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

TRADEMARK REEL: 002574 FRAME: 0313

(Rev. Jan. 1995)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 5223-779-4

FILED

DEC 21 1998

**GEORGE H. RYAN
SECRETARY OF STATE**

This space for use by
Secretary of State

Date 12/21/98

Filing Fee \$ 100.

Approved: 

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation of more than 2 corporations, \$50 for each additional corporation.

EXPEDITED

Names of the corporations proposing to ~~merge~~ ~~consolidate~~ ~~exchange~~ ^{merge} ^{consolidate} ^{exchange} shares, and the state or country of their incorporation:

DEC 21 1998

SECRETARY OF STATE

Name of Corporation	State or Country of Incorporation	Illinois Secretary of State File Number
Old World Industries, Inc.	Illinois	D 5523-779-4
SplitFire, Inc.	Illinois	D 5598-970-2

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

3. (a) Name of the ~~new~~ ~~holding~~ ^{surviving} corporation: Old World Industries, Inc.
(b) it shall be governed by the laws of: Illinois

4. Plan of ~~consolidation~~ ~~exchange~~ ^{merger} is as follows:

If not sufficient space to cover this point, add one or more sheets of this size.

Upon the terms and subject to the conditions of the Agreement and Plan of Merger ("Agreement") and in accordance with the Business Corporation Act of the State of Illinois ("Illinois Law"), at the Effective Time (as defined in the Agreement), SplitFire, Inc. shall be merged with and into Old World Industries, Inc. (the "Merger"), the separate corporate existence of SplitFire, Inc. shall cease, and Old World Industries, Inc. shall continue as a surviving corporation. The Effective Time shall be the close of business on January 1, 1999.

5. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the 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 Illinois 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

Name of Corporation			
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(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.

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

a. 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
SplitFire, Inc.	10,030 Common	10,030 Common
	No other classes outstanding	

b. (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.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 18, 19 98

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Frederic M. Schweiger, Sec'y
(Type or Print Name and Title)

Old World Industries, Inc.
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

Riaz H. Waraich, President
(Type or Print Name and Title)

Dated December 18, 19 98

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Frederic M. Schweiger, Sec'y
(Type or Print Name and Title)

SplitFire, Inc.
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

Riaz H. Waraich, President
(Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), by and between Old World Industries, Inc., an Illinois corporation ("Old World"), and SplitFire, Inc., an Illinois corporation ("SplitFire").

RECITALS

WHEREAS, the Board of Directors of each of Old World and SplitFire has approved, and deems it advisable and in the best interest of its respective stockholders to consummate, the merger of SplitFire into Old World; and

WHEREAS, Old World owns 100% of the outstanding shares of capital stock of SplitFire;

NOW, THEREFORE, in consideration of the foregoing and the mutual representations, warranties, covenants and agreements set forth herein, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Merger. Upon the terms and subject to the conditions of this Agreement and in accordance with the Business Corporation Act of the State of Illinois ("Illinois Law"), at the Effective Time (as defined herein), SplitFire shall be merged with and into Old World (the "Merger"), the separate corporate existence of SplitFire shall cease, and Old World shall continue as a surviving corporation. Old World as the surviving corporation after the Merger is sometimes referred to herein as the "Surviving Corporation".
2. Effective Time. Subject to the provisions of this Agreement, the parties hereto shall cause the articles of merger to be executed and filed with the Secretary of State of Illinois in such form as required by, and executed in accordance with, the relevant provisions of Illinois Law. The Merger shall become effective on the close of business on January 1, 1999, and such time is hereinafter referred to as the "Effective Time".
3. Directors and Officers of Surviving Corporation. The directors of the Surviving Corporation immediately before the Effective Time shall be the directors of the Surviving Corporation after the Effective Time, and the officers of the Surviving Corporation immediately before the Effective Time shall be the officers of the Surviving Corporation after the Effective Time, in each case until their successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation. If, at the Effective Time, a vacancy shall exist on the Board of Directors or in any office of the Surviving Corporation, such vacancy may thereafter be filled in the manner provided by Illinois Law.
4. Effect of Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of Illinois Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all of the property, rights, privileges, powers and franchises of Old World and SplitFire shall vest in the Surviving Corporation, and all debts, liabilities and duties of Old World and SplitFire shall become the debts, liabilities and duties of the Surviving Corporation.

5. Subsequent Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of SplitFire acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Agreement, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of SplitFire, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of such corporation or otherwise, all such actions and things as they be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Agreement.
6. Articles of Incorporation and By-Laws. At the Effective Time, the Articles of Incorporation and By-Laws of the Surviving Corporation, as in effect immediately before the Effective Time, shall be the Articles of Incorporation and the By-Laws of the Surviving Corporation until thereafter amended as provided by Illinois Law, the Articles of Incorporation and By-Laws.
7. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of Old World, SplitFire or the holder of any of the following securities:
 - A. Each share of capital stock of SplitFire outstanding immediately before the Effective Time, without any action on the part of the holder thereof, shall be canceled and extinguished and no payment or other consideration shall be made with respect thereto since all such shares of outstanding stock of SplitFire are owned by Old World. All such shares of SplitFire outstanding shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto.
 - B. Each share of common stock of the Surviving Corporation outstanding immediately before the Effective Time shall continue to be outstanding and shall represent one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation. Each stock certificate evidencing ownership of such shares shall evidence ownership of the same number of shares of the Surviving Corporation.
8. Shareholder Approval. This Agreement shall be subject to the requisite approval by the Shareholders of SplitFire and Old World in accordance with Illinois Law.
9. Miscellaneous.
 - A. This Merger is intended to be a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and this Plan of Merger is intended to be a "Plan of Reorganization" within the meaning of the regulations promulgated under Section 368 of the Code.

B. Upon execution thereof, the Articles of Merger of which this Plan of Merger is a part shall be filed by the Surviving Corporation with the Secretary of State of Illinois, and with the Recorder of Cook County, in which the Surviving Corporation has its registered office in the State of Illinois.

IN WITNESS WHEREOF, the duly authorized officers of the undersigned have executed this Agreement as of the date set forth below.

OLD WORLD INDUSTRIES, INC.

SPLITFIRE, INC.

By: *[Signature]*
Title: President
Date: 12-18-98

By: *[Signature]*
Title: President
Date: 12-18-98