

09-19-2002

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):

Ward Industries, Inc.

09-13-02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: August 31, 2001

2. Name and address of receiving party(ies)

Name: Ward Industries, LLC

Internal Address:

Street Address: 111 Riverview Drive

City: Monessen State: PA Zip: 15062

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Pennsylvania limited liability company

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) 1,745,502

Additional number(s) attached Yes No

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

Name: Betsy Hauptman Coy, Esq.

Internal Address:

Street Address: 1300 East 9th Street

Suite 900

City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Betsy Hauptman Coy

Name of Person Signing

Signature

September 12, 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

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C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

SEPTEMBER 10, 2001

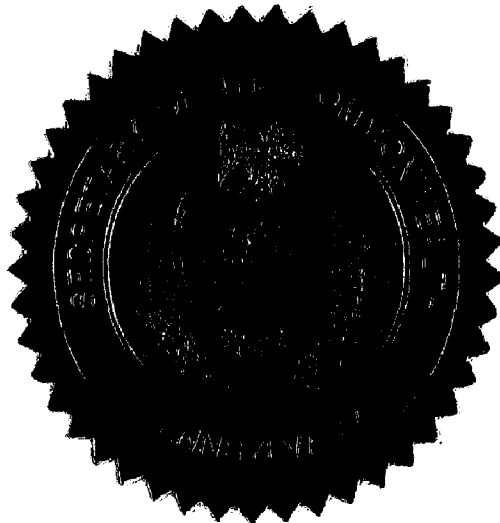
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

WARD INDUSTRIES, LLC

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Certificate of Merger

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Kim Pizzingrilli

Secretary of the Commonwealth

JSOW

PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

Entity Number 3022685

Certificate of Merger or Consolidation Limited Liability Company (15 Pa. C.S. § 8952)

Name Darlene Foley, Legal Asst. Address 1300 East North Street, Ste. 200 City Cleveland, OH Zip Code 44114

Document will be returned to the name and address you enter to the left.

Fee: \$108 plus \$28 additional for each party in addition to two

Filed in the Department of State on SEP 07 2001

Signature of Kim Pizzangullo, Secretary of the Commonwealth

In compliance with the requirements of the 15 Pa.C.S. § 8958 (relating to articles of merger or consolidation), the undersigned limited liability company(s), desiring to effect a merger or consolidation, hereby state that:

1. The name of the limited liability company surviving the merger or consolidation is: Ward Industries, LLC

2. Check and complete one of the following:

X The surviving limited liability company is a domestic limited liability company and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County 3449 Fawn Valley Lane Finleyville PA 15332 Washington

(b) Name of Commercial Registered Office Provider County

c/o:

The surviving limited liability company is a qualified foreign limited liability company formed under the laws of and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County

c/o:

The surviving limited liability company is a nonqualified foreign limited liability company formed under the laws of and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

PA DEPT. OF STATE

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PA DEPT. OF STATE TRADEMARKS

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200168-1103

DSCB: 15-8958-3

IN TESTIMONY WHEREOF, the undersigned limited liability company has caused this Certificate of Merger or Consolidation to be signed by a duly authorized member or manager thereof this

31 day of Aug 2001

Ward Industries, LLC

Name of Limited Liability Company

Alfred David Ward

Signature

Secretary of W.W. Management Company,
Manager Title

Name of Corporation

Alfred David Ward

Signature

Secretary

Title

200168-1104**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, dated as of August 31, 2001, is made by and between WARD INDUSTRIES, INC., a Pennsylvania corporation ("Ward"), and WARD INDUSTRIES, LLC, a Pennsylvania limited liability company ("Ward LLC"). Ward and Ward LLC are sometimes referred to herein collectively as the "Constituent Entities."

RECITALS:

A. Ward (Pennsylvania Charter 2039006) is a Pennsylvania corporation in good standing with 100 shares issued and outstanding (the "Ward Shares").

B. Ward LLC (Pennsylvania Registration 3022685) is a Pennsylvania limited liability company in full force and effect with 100 membership interests issued and outstanding (the "Ward Membership Interests").

C. The shareholders and members of both of the Constituent Entities have approved the merger of Ward with and into Ward LLC under the provisions of Section 8957 of the Pennsylvania Consolidated Statutes and have approved this Agreement and Plan of Merger.

NOW, THEREFORE, in accordance with the laws of the State of Pennsylvania, Ward and Ward LLC hereby agree that:

ARTICLE 1: MERGER

Subject to the conditions hereinafter set forth, Ward shall be and hereby is merged with and into Ward LLC, and Ward LLC shall be the surviving limited liability company formed under the laws of the State of Pennsylvania (herein sometimes called the "Surviving Entity"), upon the terms and conditions hereinafter set forth.

ARTICLE 2: NAME

The name of the Surviving Entity shall be **Ward Industries, LLC**.

ARTICLE 3: MANAGERS

From and after the time the merger becomes effective, the Manager of the Surviving Entity shall be the individual or entity who was serving as Manager of Ward LLC immediately before the effective date of the merger.

EXHIBIT A

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ARTICLE 4: REGULATIONS

From and after the time the merger becomes effective, the Declaration of Operating Agreement of the Surviving Entity shall be the Declaration of Operating Agreement of Ward LLC as in effect immediately before the effective date of the merger.

ARTICLE 5: TERMS OF MERGER

The terms of the merger, the mode of carrying the same into effect and the manner and basis of making distributions to the shareholders of Ward in extinguishment of and in substitution for the Ward Shares shall be as follows:

5.1 Shares. Since on the effective date of the merger all of the outstanding Ward Shares will be owned by the same shareholder as the sole member of the Surviving Entity, all of the Ward Shares and the certificates therefor outstanding on the effective date of the merger shall be canceled and of no further force and effect whether or not such certificates shall be surrendered for cancellation, and following the merger the shareholder shall own the following number of membership interests in the Surviving Entity:

<u>Member</u>	<u>No. of Membership Interests Following Merger</u>
W.W. Holdings, Inc.	100

5.2 Operating Agreement of Surviving Corporation. The Declaration of Operating Agreement of Surviving Entity in effect immediately prior to the effectiveness of the merger shall continue to be the Declaration of Operating Agreement of the Surviving Entity immediately following the effectiveness of the merger.

ARTICLE 6: EFFECT OF MERGER

Pennsylvania law shall govern the merger and the Surviving Entity after the effective date of the merger.

ARTICLE 7: EFFECTIVE DATE: CERTIFICATE OF MERGER

As soon as practicable after the execution of this Agreement, a duly executed Certificate of Merger pursuant to the applicable provisions of Pennsylvania law shall be filed with the office of the Secretary of State of Pennsylvania. The Constituent Entities shall effect the merger provided for by this Agreement at the close of business on the day on which the Certificate of Merger is filed with the Pennsylvania Secretary of State, which such date shall be the "Effective Date" of the merger.

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ARTICLE 8: SURVIVING ENTITY

Upon the Effective Date, the separate existence of Ward shall cease and it shall be merged into the Surviving Entity in accordance with this Agreement and Plan of Merger. In furtherance of the above:

A. The Surviving Entity shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the Constituent Entities, and all obligations belonging to or due to each of the Constituent Entities, all of which shall be vested in the Surviving Entity without further act or deed. Title to any real estate or any interest therein vested in any Constituent Entity shall not revert or in any way be impaired by reason of the merger herein provided. The Surviving Entity shall be liable for all the obligations of each Constituent Entity.

B. All rights of creditors of each Constituent Entity are preserved unimpaired. All liens upon the property of any Constituent Entity are preserved unimpaired, solely on the property affected by such liens immediately prior to the Effective Date.

IN WITNESS WHEREOF, both of the Constituent Entities have caused this Agreement to be executed by duly authorized officers as of the date first written above.

WARD INDUSTRIES, INC.

WARD INDUSTRIES, LLC

By: W.W. MANAGEMENT COMPANY, Manager

By: Jeffrey D. Weiner
Jeffrey D. Weiner, Secretary

By: Jeffrey D. Weiner
Jeffrey D. Weiner, Secretary