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10-18-2002

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



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

102253030

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

1. Name of conveying party(ies): WESTWOOD LIGHTING, INC. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: THE L. D. KICHLER CO. Internal Address: Street Address: 7711 E. Pleasant Valley Road City: Cleveland State: OH Zip: 44131 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Ohio 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 12/26/97

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 742,625 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Raymond Rundelli Internal Address: CALFEE, HALTER & GRISWOLD LLP 1400 McDonald Investment Center Street Address: 800 Superior Avenue City: Cleveland State: OH Zip: 44114

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

8. Deposit account number: 03-0172

DO NOT USE THIS SPACE

9. Signature. Raymond Rundelli Name of Person Signing Signature Date September 30, 2002 Total number of pages including cover sheet, attachments, and document:

10/17/2002 GT0N11 00000145 742625

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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06139-0100

236320

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

Approved [Signature]
Date 12/26/97
Fee 500

CERTIFICATE OF MERGER

97123012101

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

The L.D. Kichler Co.

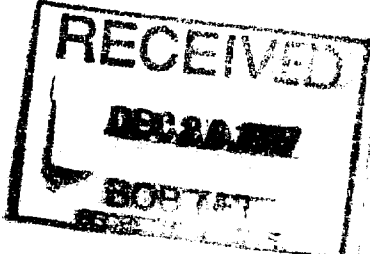
(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following:

only if the name of surviving entity is changing through this merger

C. The surviving entity is as (Please check the appropriate box and fill in the appropriate identity)

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number _____



06139-0101

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: (If beneficial owner to cover this form, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)

Name	State/ Country of Organization	Type of Entity
Westwood Lighting, Inc.	Ohio	For Profit
		887989
		750-

III. Merger Agreement or Filing

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
The L.D. Kiebler Co.	7241 East Pleasant Valley Road (state) _____ Cincinnati, Ohio 45121-5552 (city) _____ (state) _____ (zip code) _____

IV. Effective Date of Merger

This merger is to be effective:

On _____ (If a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name

Address

(complete street address)

city, state or territory

zip code

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

06134-0103

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name) (street and number)
_____, Ohio
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**
(If the qualifying entity is a foreign limited liability company, the following information must be completed)
 - a. The name of the limited liability company in its state of organization/registration is _____
 - b. The name under which the limited liability company desires to transact business in Ohio is _____
 - c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
 - d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

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2. Foreign Qualifying Limited Partnership
 (If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____
- b. The limited partnership was formed on _____
month by year
 under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____
- d. The limited partnership's principal office address is _____
- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
------	---------

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

06139-0105

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

The L.D. Kichler Co.
exact name of entity

By: _____
Its: Vice President

Date: December 26th, 1997

~~Westwood Lighting, Inc.
exact name of entity~~

~~By: _____
Its: _____~~

~~Date: December 1997~~

exact name of entity

By: _____
Its: _____

Date: _____

Westwood Lighting, Inc.
exact name of entity

By: 
Its: President

Date: December 21st, 1997

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signatures, a separate sheet should be attached containing such signatures)

06139-0106

The undersigned authorized officers have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

The L. D. Kishler Co.
exact name of entity

By: _____
Its: _____

[Handwritten Signature]

Date: December , 1997

Westwood Lighting, Inc.

exact name of entity

By: _____
Its: _____

Date: December , 1997

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

[Handwritten Signature]

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

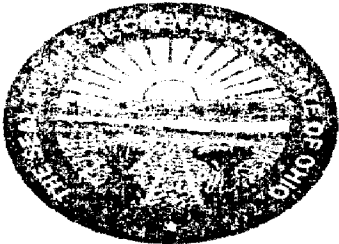
Date: _____

I agree with the contents of this form, the parties, the product, company or an individual company name(s) on 1-4 of said certificate, and all legal and financial matters and sign as holder of such certificate, full authority of said parties upon the document, a separate deed should be attached containing such agreement.

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028932

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 8 pages, as taken from the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at
Columbus, Ohio, this 2nd day of
October A.D. 2002

J. Kenneth Blackwell

J. KENNETH BLACKWELL
Secretary of State

BY: H. Morgan

NOTICE: This is an official certification only when reproduced in red ink



The State of Ohio

Bob Taft

Secretary of State

236820

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: **MER MIS**

of:

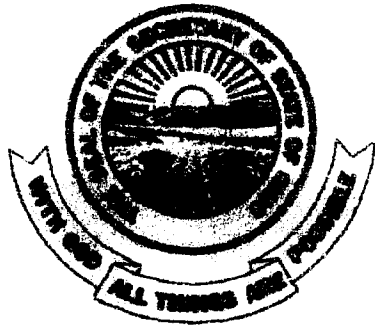
THE L.D. KICHLER CO.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6139 at Frame 0100 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 26TH day of DEC

A.D. 19 97



Bob Taft
Bob Taft
Secretary of State

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