

10-22-2002

FORM PTO-1594 U.S. DEPARTM
(Rev. 6-93) RECORDATION FORM CO
OMB No. 0651-0011 (exp.4/94) TRADEMAR



102256268

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

1. Name of conveying (first merger) party: **MRD**
Ricon Resins, Inc. **10-15-02**
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: a Colorado corporation
 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: December 28, 2000

2. Name and address of receiving (surviving merger) party:
Name: Sartomer Company, Inc.
Internal Address:

Street Address: Oaklands Corporate Center
502 Thomas Jones Way

City: Exton
State: Pennsylvania ZIP: 19341

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: Delaware
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: YES NO
(Designation must be a separate document from Assignment)
Additional name(s) & address attached? YES NO

4. Application number(s) or registration number(s):
A. Trademark Application Nos. |

B. Trademark Registration Nos. ~~2,161,624~~ 2,161,625
2,161,626 2,161,627 ~~2,161,628~~

Additional numbers attached? YES NO

5. Name and address of party to whom correspondence concerning documents should be mailed:
Name: Laura Genovese Miller
Internal Address:
Cozen O'Connor, P.C.
1900 Market Street
Philadelphia, PA 19103

6. Total number of applications and registrations involved:
5

7. Total fee (37 CFR 3.41):.....\$140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 50-1275
(Attach duplicate copy of this page if paying by deposit account)

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.

Laura Genovese Miller
Name of Person Signing

Laura Genovese Miller
Signature

10/10/02
Date

Total number of pages including cover sheet, attachments, and document: 6

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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02 FC:8521 40.00 CH

This sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011).

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OFFICE OF PUBLIC RECORDS
2002 OCT 15 AM 10:38
FINANCE SECTION

STATE OF COLORADO
ARTICLES OF MERGER
OF

RICON RESINS, INC.,

a Colorado corporation

WITH AND INTO

SARTOMER COMPANY, INC.,

a Delaware corporation

FILED - CUSTOMER COPY
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

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\$ 110.00
SECRETARY OF STATE
12-28-2000 14:07:53

These Articles of Merger are made in accordance with Title 7, Article 111, Section 104 of the Colorado Revised Statutes.

1. The name of the surviving corporation is Sartomer Company, Inc., a Delaware corporation ("Sartomer").

2. The address of the surviving corporation is:

Oaklands Corporate Center
502 Thomas Jones Way
Exton, PA 19341

3. The following Plan of Merger was adopted by the Board of Directors of Sartomer Company, Inc. on December 28, 2000:

1. Merger:

- (a) Upon the Effective Date (as defined in Section 8 hereof) and in compliance with the applicable provisions of the Delaware General Corporation Law ("DGCL"), and the Colorado Business Corporation Act ("CBCA"), Ricon Resins, Inc. ("Ricon") shall be merged with and into Sartomer, with Sartomer being the surviving corporation and with the separate existence of Ricon thereupon ceasing (the "Merger"). The name of the surviving corporation shall upon and after the Effective Date be that of Sartomer.
- (b) Subject to the terms and conditions herein, on the Effective Date, by virtue of the Merger and without any action on the part of the holder of any shares of capital stock of Ricon or Sartomer, all of the issued and outstanding capital stock of Ricon shall be cancelled and no consideration shall be paid in exchange therefor.

2. **Certificate of Incorporation and Bylaws of the Surviving Corporation.** The Certificate of Incorporation and Bylaws of the surviving corporation shall be the Certificate of Incorporation and Bylaws of Sartomer as of the Effective Date.

3. **Directors and Officers of the Surviving Corporation.** The directors and officers of the surviving corporation shall be the directors and officers of Sartomer as of the Effective Date.

4. **State Filings.** The proper officers of Ricon and Sartomer shall make and execute whatever certificates, articles and documents as are required by the DGCL and the CBCA to effectuate the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, which may be necessary and proper to effectuate the Merger in accordance with this Agreement and the applicable provisions of the DGCL and the CBCA.

5. **Effect of Merger.**

- (a) The separate existence of Ricon shall cease and Sartomer shall continue to exist as the surviving corporation.
- (b) Sartomer shall succeed to and possess all the properties, assets, rights, privileges, amenities, powers, purposes and franchises, and shall be subject to all the obligations, restrictions and liabilities of Ricon, all without further act or deed.
- (c) The properties, assets, liabilities, reserves and accounts of Ricon shall be taken upon the books of Sartomer in the amounts which they are carried on the books of Ricon.
- (d) All corporate acts, plans, policies, approvals and authorizations of Ricon, its stockholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which are valid and effective immediately prior to the Effective Date, shall be considered for all purposes as acts, plans, policies, approvals and authorizations of Sartomer and shall be effective and binding thereon as the same or with respect to Ricon.

6. **Applicable Law; Registered Agent; Registered Office.** Sartomer, as the surviving corporation, shall be governed by the laws of the State of Delaware and the registered agent and registered office of Sartomer shall be the registered agent and registered office of the surviving corporation.

7. **Effective Date.** The Effective Date of the Merger (the "Effective Date") shall occur upon the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State and the Articles of Merger with the Colorado Secretary of State.

4. Approval by the shareholders was not required pursuant to Title 7, Article 111, Sections 103(7) and 104.

5. Immediately before the merger, Sartomer Company, Inc. owned 100% of the outstanding shares of stock of Ricon Resins, Inc.

6. The effective date of the merger is the date of filing with the Secretary of State of Colorado.

Dated: December 28, 2000

SARTOMER COMPANY, INC.
a Delaware corporation

By: Nicholas P. Feiner
Name:
Title:

CERTIFICATE OF OWNERSHIP AND MERGER

OF

RICON RESINS, INC.,
a Colorado corporation

WITH AND INTO

SARTOMER COMPANY, INC.,
a Delaware corporation

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Sartomer Company, Inc, a Delaware corporation ("Sartomer"), and the name of the corporation being merged with and into this surviving corporation is Ricon Resins, Inc., a Colorado corporation ("Ricon").

SECOND: Immediately before the merger, Sartomer owned 100% of the outstanding shares of stock of Ricon.

THIRD: The Board of Directors adopted the following resolutions on December 28, 2000:

RESOLVED, that the Board of Directors of Sartomer does hereby authorize the merger of Ricon with and into Sartomer, substantially on the terms and subject to the conditions of that certain Plan and Agreement of Merger (the "Plan") presented to the Board of Directors, with such changes as the President of Sartomer, with the advice of counsel, shall deem appropriate.

FURTHER RESOLVED, that the proper officers of Sartomer be and they hereby are authorized and directed to execute and deliver all documents and do all things necessary and proper to carry out the foregoing resolution, including but not limited to, the execution and delivery of the Plan and the execution, delivery and filing of the appropriate certificates or articles of merger with the State of Colorado and the State of Delaware.

FOURTH: The merger is to become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/28/2000
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IN WITNESS WHEREOF, Sartomer has caused this certificate to be signed by an authorized officer, the 28th day of December, 2000.

SARTOMER COMPANY, INC.

By: Nicholas P. Trainer
Name: Nicholas P. Trainer
Title: President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "SARTOMER COMPANY, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

2000-12-28-1900



2173452 8100

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Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State
AUTHENTICATION: 0885819

DATE: 12-29-00