

10-23-2002

Atty. Dkt. No. 081104-0101C

FORM PTO-1594 (modified)

(Rev 03/01)



102258466

COVER SHEET
S ONLY

U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):
Playcore, Inc.

10-21-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other _____
Additional conveying party(ies) **NO**

2. Name and address of receiving party(ies):

Playcore Wisconsin, Inc.
1212 Barberry Drive
Janesville, WI 53545

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State - Wisconsin
 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

OFFICE OF THE ASST. DIR. OF REG. & COMM. AFFS.
FINANCE SECTION
707 OCT 21 AM 11:19

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **05/19/2000**

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,974,024

Additional number(s) attached Yes No

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

Name: **Harry C. Engstrom**
Internal Address: **FOLEY & LARDNER**
Street Address: **150 East Gilman Street**
P. O. Box **1497**
City: **Madison** State: **Wisconsin** Zip: **53701-1497**

6. Total number of applications/patents involved: **1**


7. Total fee (37 C.F.R. § 3.41): **\$40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-2350

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.

Harry C. Engstrom  **10/16/02**

Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document: 24

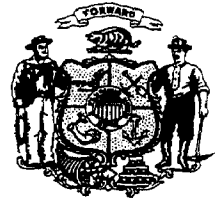
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TRADEMARK
REEL: 2603 FRAME: 0655



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: MAY 13 2002

BY: A handwritten signature in black ink, appearing to read "Cathy Mickelson".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

00 MAY 19 PM 12: 14

ARTICLES OF MERGER

merging

MP
PLAYCORE, INC.
(a Delaware corporation)

MAY 19 12:00PM

§. A

154888 DCORP 50

50.00

with and into

01 N022467 PLAYCORE WISCONSIN, INC.
(a Wisconsin corporation)

MAY 19 12:00PM

§. B

154888 EXPED 25

25.00

To the Department of Financial Institutions
State of Wisconsin

In accordance with and pursuant to the provisions of Chapter 180 of the Wisconsin Business Corporation Law (the "WBCL"), the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") for merging PlayCore, Inc., a corporation organized and existing under the laws of the state of Delaware ("PlayCore") with and into PlayCore Wisconsin, Inc., a corporation organized and existing under the laws of the state of Wisconsin ("PlayCore Wisconsin"), as approved by resolutions adopted by the Board of Directors of PlayCore dated May 19, 2000 and by resolutions adopted by the Board of Directors of PlayCore Wisconsin dated May 19, 2000. The Plan of Merger sets forth the terms and conditions pursuant to which PlayCore shall be merged with and into PlayCore Wisconsin with PlayCore Wisconsin as the surviving corporation following the merger.

2. The merger of PlayCore with and into PlayCore Wisconsin is permitted by the laws of the state of Delaware and has been authorized in compliance with said laws.

3. With respect to PlayCore and PlayCore Wisconsin the Plan of Merger was approved in accordance with the provisions of Sections 180.1101, 180.1103, 180.1105, and 180.1107 of the WBCL and in accordance with Section 252 of the Delaware General Corporation Law.

4. The effective time and date in the State of Wisconsin of the merger herein provided for shall be at the close of business on May 19, 2000.

[SIGNATURE PAGE FOLLOWS]

072534.0012 388753 v2

TRADEMARK
REEL: 2603 FRAME: 0657

IN WITNESS WHEREOF, each of the constituent corporations herein named has caused these Articles of Merger to be executed in its name as of the date first set forth above.

PLAYCORE WISCONSIN, INC.,
a Wisconsin corporation

By: Frederic L. Contino
Name: Frederic L. Contino
Title: Chief Executive Officer

Attest: Richard E. Ruegger
Name: Richard E. Ruegger
Title: Secretary

PLAYCORE, INC.,
a Delaware corporation

By: Frederic L. Contino
Name: Frederic L. Contino
Title: President

Attest: Richard E. Ruegger
Name: Richard E. Ruegger
Title: Secretary

Filing Information:

This document was drafted by:

Akin, Gump, Strauss, Hauer and Feld, LLP,
1333 New Hampshire Avenue, N.W., Suite 400
Washington, D.C. 20036.

072534.0012 388753 v2

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made and entered into as of the 19th day of May, 2000, by and between PlayCore, Inc., a business corporation organized and existing under the laws of the State of Delaware ("PlayCore") and PlayCore Wisconsin, Inc., a business corporation organized and existing under the laws of the State of Wisconsin ("PlayCore Wisconsin").

RECITIALS

WHEREAS, the Board of Directors of each of PlayCore and PlayCore Wisconsin deem the merger of PlayCore with and into PlayCore Wisconsin, in accordance with the terms and subject to the conditions set forth herein, advisable and in the best interests of both PlayCore and PlayCore Wisconsin; and

WHEREAS, the Board of Directors of each of PlayCore and PlayCore Wisconsin have approved this Plan of Merger and have authorized execution hereof.

NOW, THEREFORE, in consideration of the foregoing premises, the parties hereto hereby agree as follows:

1. PlayCore shall, pursuant to the provisions of the Wisconsin Business Corporation Law ("WBCL") and the provisions of the Delaware General Corporation Law (the "DGCL"), be merged with and into PlayCore Wisconsin, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the WBCL. The separate existence of PlayCore, which is sometimes hereinafter referred to as the "Non-surviving Corporation", shall cease at the effective time and date of the merger in accordance provisions of the laws of its jurisdiction of organization.

2. The Articles of Incorporation of PlayCore Wisconsin shall remain the Articles of Incorporation of the Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the WBCL.

3. The bylaws of PlayCore Wisconsin shall be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the WBCL.

EXHIBIT A

4. The directors and officers in office of the Non-surviving Corporation at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until their respective successors are elected and qualify or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. All issued shares of the Non-surviving Corporation immediately prior the effective time and date of the merger shall be converted into an aggregate of 1000 shares of the Surviving Corporation. The issued shares of the Surviving Corporation immediately prior to the effective time and date of the merger shall be cancelled.

6. The Plan of Merger herein made and approved shall be submitted to the sole stockholder of the Non-surviving Corporation pursuant to the laws of Delaware, and to the sole shareholder of the Surviving Corporation for their approval or rejection in the manners prescribed by the provisions of the WBCL and the DGCL.

7. In the event that the Plan of Merger shall have been approved by the stockholder entitled to vote of the Non-surviving Corporation in the manner prescribed by the provisions of the DGCL, and by the shareholder entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the WBCL, the Non-surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Wisconsin and Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-surviving Corporation and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. Notwithstanding the full approval and adoption of this Plan of Merger and to the extent permissible under the WBCL and the DGCL, the said Plan of Merger or any Articles of Merger or Certificate of Merger filed together with or in lieu of such Plan of Merger (collectively, the "Merger Filings") may be amended and/or terminated at any time prior to the effectiveness of such Merger Filings.

[SIGNATURE PAGE FOLLOWS]

EXHIBIT A

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed by their duly authorized officers as of the date first set forth above.

PLAYCORE WISCONSIN, INC.
a Wisconsin corporation

By: 
Name: **Richard E. Ruegger**
Title: **Chief Financial Officer**

BY: C. S. YAM

PLAYCORE, INC.
a Delaware corporation

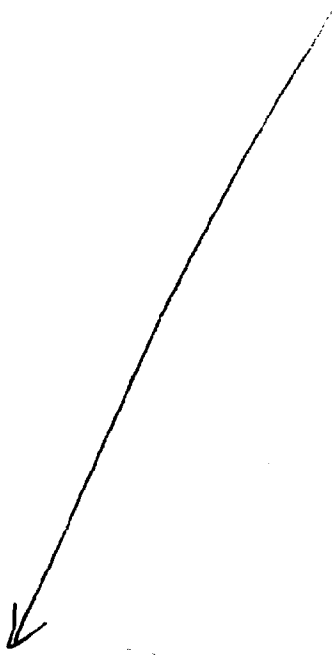
By: 
Name: **Richard E. Ruegger**
Title: **Chief Financial Officer**

Articles of Merger
Merger: Unlicensed Foreign Corporation
Intr: Playcore Wisconsin, Inc. (Domestic) (Survivor)

Note
Merger
Effective
5/19/2000

STATE OF WISCONSIN
FILED
MAY 22 2000
DEPARTMENT OF
FINANCIAL INSTITUTIONS

\$50.00 plus \$75.00 fee



JCN
NATIONAL PUBLIC RECORDS INC
329 W WILSON STREET 2ND FLR
MADISON WI 53703
800-822-7725