

01-24-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

102347068

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

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

1.01.03

- 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: Edge Systems, LLC

Internal Address:

Street Address: 3010A Woodcreek Drive

City: Downers Grove State: IL Zip: 60515

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 05/31/2001

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

A. Trademark Application No.(s) 75/029556 75/799215; 75/038144; 75/038079; 75/038099

B. Trademark Registration No.(s) 2380209; 2183233 2080844; 2288209

Additional number(s) attached Yes No

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

Name: Michael J. Weins

Internal Address:

Street Address: 31 Bank Street

City: Lebanon State: NH Zip: 03766

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41) \$ 240

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

23-0803

DO NOT USE THIS SPACE

9. Signature.

Michael J. Weins Name of Person Signing

Michael J. Weins Signature

01/15/2003 Date

Total number of pages including cover sheet, attachments, and document: 10

FINANCE SECTION JAN 21 11 7: 57 AM '03

01/24/2003 ECOOPER 0000043 238003 75/029556

01 FC:0521 40.00 CH 02 FC:0522 200.00 CH

Documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002655 FRAME: 0145



# State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF MERGER OF  
EDGE SYSTEMS, LLC.  
ORGANIZED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 1ST day of JUNE A.D. 2001 and of the Independence of the United States the two hundred and 25TH



*Jesse White*

Secretary of State

Box 195

Form **BCA-11.39**

(Rev. Jan. 1999)

**ARTICLES OF MERGER  
Between Illinois Corporations  
and Limited Liability Companies**

File #

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

**SUBMIT IN DUPLICATE**

**FILED**

This space for use by  
Secretary of State

Date 6/1/01

Filing Fee \$ 100-

Approved: [Signature]

JUN - 1 2001

JESSE WHITE  
SECRETARY OF STATE

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

1. Names of the corporations and limited liability companies proposing to merge and the state or country of their organization:

Name of Corporation Limited Liability Company	State or Country of Organization	Corporation File Number
<u>Edge Systems, Inc.</u>	<u>Illinois</u>	<u>53705537</u>
<u>Edge Systems, LLC.</u>	<u>Illinois</u>	<u>0056010-3</u>

2. The laws of the state or country under which each corporation and Limited Liability Company are organized, permit such merger.

3. (a) Name of the surviving party: Edge Systems, LLC.  
(b) it shall be governed by the laws of: Illinois

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

4. Plan of merger is as follows:

See Exhibit A, attached hereto and incorporated herein.

5. Plan of merger was approved, as to each limited liability company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(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			
Edge Systems, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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 survivor is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Illinois:

- a. The surviving, limited liability company 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 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 limited liability company.
- 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.(a.) 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 May 31, 2001  
(Month & Day) (Year)

Edge Systems, Inc.  
(Exact Name of Corporation)

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

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

Sam Bishop, Secretary  
(Type or Print Name and Title)

Sam Bishop, President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year)

\_\_\_\_\_  
(Exact Name of Corporation)

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

by \_\_\_\_\_  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

\_\_\_\_\_  
(Type or Print Name and Title)

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

Dated May 31, 2001  
(Month & Day) (Year)

Edge Systems, LLC.  
(Exact Name of Limited Liability Company)

by [Signature]  
(Signature)

Sam Bishop, President of ES Holdings, Inc., as  
(Type or Print Name and Title) Member

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year)

\_\_\_\_\_  
(Exact Name of Limited Liability Company)

by \_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Type or Print Name and Title)

**PLAN OF MERGER**

THIS PLAN OF MERGER, dated this 31<sup>st</sup> day of May, 2001, pursuant to the Illinois Business Corporation Act of 1983 (the "BCA") and the Illinois Limited Liability Company Act (the "LLC Act"), between EDGE SYSTEMS, INC., an Illinois corporation ("Corporation"), and EDGE SYSTEMS, LLC, an Illinois limited liability company (the "LLC"). The Corporation and LLC are hereinafter sometimes referred to jointly as the "Constituent Entities."

**WITNESSETH:**

WHEREAS, the boards of directors and shareholders of the Corporation and the manager and member of the LLC deem it advisable to merge the Constituent Entities (the "Merger"); and

WHEREAS, the laws of the State of Illinois permit the merger of the Constituent Entities into a single limited liability company;

NOW, THEREFORE, the Constituent Entities do hereby approve and adopt the terms and conditions of the Merger and the mode of carrying the same into effect as follows:

FIRST: At the Effective Time (as defined below), the Constituent Entities shall be merged into a single limited liability company in accordance with the applicable provisions of the laws of the State of Illinois, by the Corporation merging with and into the LLC, it being understood that LLC shall be the entity surviving the Merger (the "Surviving Entity").

SECOND: At the Effective Time, the Articles of Organization of the LLC, as it exists immediately before the Effective Time, shall be the Articles of Organization of the Surviving Entity.

THIRD: At the Effective Time, the shares of common stock, no par value, of the Corporation (the "Corporation Common Stock") shall be treated as follows:

(a) Each share of Corporation Common Stock issued and outstanding at the Effective Time and all rights with respect thereto, by reason of the Merger provided for hereunder and without any action on the part of the holders thereof, shall (except for Dissenting Shares, as hereinafter defined) be cancelled and converted into two thousand eight hundred units (2,800) units of membership interests in the LLC (the "Merger Consideration"). Immediately following the Effective Time, each holder of an outstanding certificate of Corporation Common Stock (other than a certificate representing Dissenting Shares), upon surrender of his, her, or its certificate or certificates therefor, properly endorsed, to LLC, shall be entitled to receive the Merger Consideration as provided herein. All rights with respect to shares of Corporation Common Stock owned by holders thereof as of the Effective Time shall cease and terminate, notwithstanding that any certificate for said shares shall not have been surrendered to LLC, and the holders of said shares shall have no interest in or claims against LLC except the right to receive the Merger Consideration specified herein.

(b) Each share of Corporation Common Stock, the holder of which has taken all of the steps required by Section 11.70 of the IBCA to establish his shares as dissenting shares as therein defined, is herein called a "Dissenting Share." Dissenting Shares owned by each holder thereof shall not be converted into or represent the right to receive Merger Consideration and shall be entitled only to receive the value of such Dissenting Shares in accordance with the IBCA, provided such holder complies with the procedures contemplated by and set forth therein. If any holder of Dissenting Shares shall effectively withdraw or lose his dissenter's rights, such Dissenting Shares shall be converted into the right to receive Merger Consideration in accordance with the provisions of (a) above.

LLC shall give Corporation (i) prompt notice of any written objections, notices, withdrawals of objections or notices and any other instruments served pursuant to the IBCA and received by LLC (such notice by LLC shall, to the extent available to LLC, set forth the name and address of, and the number of shares of Corporation Common Stock held by, the person making such objection or giving such notice), relating to the exercise of dissenters' rights under the IBCA and (ii) the opportunity to direct all negotiations or proceedings with respect to holders of Dissenting Shares. LLC will not voluntarily make any payment with respect to any demands for payment for shares under the IBCA and will not settle or offer to settle any such demands, except with the prior written consent of Corporation, which shall not be unreasonably withheld.

FOURTH: Further terms and conditions of the Merger are as follows:

(a) The Operating Agreement of LLC, as it shall exist immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity until the same shall be altered, amended or repealed as therein provided.

(b) The managers of LLC at the Effective Time shall be the managers of the Surviving Entity until their respective successors are duly elected or appointed and qualify in the manner provided in the Articles of Organization and Operating Agreement of the Surviving Entity, or as otherwise provided by law, or until their earlier death, resignation or removal.

(c) The officers of LLC at the Effective Time shall be the officers of the Surviving Entity until their successors are duly elected or appointed and qualify in the manner provided in the Articles of Organization and Operating Agreement of the Surviving Entity, or as otherwise provided by law, or until their earlier death, resignation or removal.

(d) The Effective Time shall be the date on which the Articles of Merger are filed with the Secretary of State of Illinois.

(e) At the Effective Time, the separate existence of Corporation shall cease and the Surviving Entity shall possess all the rights, privileges, immunities and powers of a limited liability company organized under the LLC Act; the Surviving Entity shall also thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a

public as well as of a private nature, of each of the Constituent Entities; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to units of membership interests, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Entities, shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger. The Surviving Entity shall also thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Entities; and any claim existing or action or proceeding pending by or against either of the Constituent Entities may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Entity may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Entities shall be impaired by the Merger.

(f) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm in the Surviving Entity the title or possession to any property or rights of Corporation, Corporation and its proper officers and directors are hereby authorized, directed and empowered, if and when requested by the Surviving Entity or by its successors or assigns, to execute and deliver or cause to be executed and delivered all deeds, assignments, assurances and other instruments, and to take or cause to be taken such further or other action as the Surviving Entity may deem necessary or desirable to thus vest, perfect or confirm such property or rights in the Surviving Entity and otherwise to carry out the purposes of this Plan of Merger, and the proper officers of the Surviving Entity are fully authorized in the name of Corporation or otherwise to take any and all such action.

FIFTH: This Plan of Merger may be executed in multiple counterparts, each of which shall be deemed to be and shall constitute an original.

THE ABOVE PLAN OF MERGER, having been adopted separately by each party thereto, in accordance with the provisions of the IBCA and the LLC Act, the President of the Corporation and the Manager of the LLC execute the said Plan of Merger, on this 31<sup>st</sup> day of May, 2001.