



02-10-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇐ ⇨ ⇩ ⇪		 102361644		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): <u>2-603</u> <u>Visador Company (merged into)</u> <u>New Southland, Inc. (DE)</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Texas</u> <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>Visador Company</u> Internal _____ Address: _____ Street Address: <u>1000 Industrial Road</u> City: <u>Marion</u> State: <u>VA</u> Zip: <u>24354</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>August 31, 1988</u>			4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>1,208,391 for</u> <u>WONDERAIL</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Henry B. Ward, III, Esq.</u> Internal Address: <u>Alston & Bird LLP</u> <u>Bank of America Plaza</u> Street Address: <u>101 S. Tryon Street,</u> <u>Suite 4000</u> City: <u>Charlotte</u> State: <u>NC</u> Zip: <u>28280-4000</u>			6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41).....\$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>16-0605</u>		
DO NOT USE THIS SPACE					
9. Signature. <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;"> <u>Henry B. Ward, III</u> Name of Person Signing </div> <div style="text-align: center;">  Signature </div> <div style="text-align: center;"> <u>1/31/03</u> Date </div> </div> <div style="text-align: right; margin-top: 10px;"> 11 </div>					

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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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REEL: 002666 FRAME: 0920

AGREEMENT OF MERGER
OF
VISADOR COMPANY
WITH AND INTO
NEW SOUTHLAND, INC.

AGREEMENT OF MERGER (the "Agreement of Merger") by and between New Southland, Inc., a Delaware Corporation ("Southland") and Visador Company, a Texas Corporation ("Visador"), which corporations are hereinafter sometimes referred to as the "Constituent Corporations";

WHEREAS, the Boards of Directors of Southland and Visador, deem it advisable and in the best interest of their respective corporations and the stockholders of such corporations, that Visador merge with and into Southland, with Southland to be the surviving corporation and to continue its corporate existence as a result of such merger pursuant to the laws of the State of Delaware (which merger is hereinafter sometimes called the "Merger");

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge pursuant to the laws of the State of Delaware into a single surviving corporation, which shall be Southland; and the Constituent Corporations hereby agree upon and prescribe the terms and conditions of the Merger, the mode of carrying it into effect and the manner and basis of cancelling or converting the shares of the Constituent Corporations, as follows:

1.

MERGER

On the "Merger Date" (as hereinafter defined), Visador shall be merged with and into Southland. Southland shall be the surviving corporation (the "Surviving Corporation"), and the separate existence of Visador shall cease. The Surviving Corporation shall continue its existence under Delaware law. The name of the Surviving Corporation shall be changed to "Visador Company." The registered office of the Corporation in the State of Delaware shall be Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

The Surviving Corporation shall upon the Merger Date and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of each of the Constituent Corporations and shall be subject to all restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and each and every other interest

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of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in such Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall attach to the Surviving Corporation; and any claim existing or proceeding pending, by or against, either of the Constituent Corporations may be prosecuted as if the Merger had not taken place or the Surviving Corporation may be substituted for either of the Constituent Corporations.

2.

- CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of Southland in effect immediately prior to the Merger Date shall continue to be the Certificate of Incorporation of the Surviving Corporation after the Merger Date, except that Article 1 of the Certificate of Incorporation shall be amended so that it shall hereafter read as follows:

1.

The name of the Corporation is Visador Company.

3.

BYLAWS

The Bylaws of Southland in effect immediately prior to the Merger shall continue to be the Bylaws of the Surviving Corporation after the Merger until amended or repealed in the manner provided by such Bylaws and the Delaware General Corporation Law.

4.

OFFICERS

The names and respective offices of those persons who shall constitute the officers of the Company at the Effective Time of the Merger are as follows:

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Officer

Office

Robert J. Hall

Chairman of the Board,
President and Chief
Executive Officer

Roger C. Hall

Vice President and Assistant
Secretary

Stuart P. Hall

Vice President of Corporate
Development

H. F. Niebanck

Vice President

Robert M. Williams

Secretary, Treasurer, Chief
Financial Officer and
Secretary

Robert C. Johnson, Sr.

Assistant Secretary

William G. Becker

Assistant Secretary

5.

DIRECTORS

The names and mailing addresses of the persons who shall constitute the Board of Directors of the Company at the Effective Time of the Merger are as follows:

H. F. Niebanck

Southland Capital Partners I
Limited
9000 Central Park West
Suite 620
Atlanta, Georgia 30328

William G. Becker

Southland Capital Partners I
Limited
9000 Central Park West
Suite 620
Atlanta, Georgia 30328

6.

MANNER AND BASIS OF CONVERTING SHARES

The manner and basis of converting the shares of each of the Constituent Corporations, and the consideration that the holders of such shares shall receive, are as follows:

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(a) Southland. On the Merger Date, each share of capital stock of Southland issued and outstanding immediately prior to the Merger Date shall remain outstanding and continue as one share of the Surviving corporation and each certificate evidencing ownership of any such shares shall continue to evidence ownership of the same number of shares of the Surviving Corporation.

(b) Visador. On the Merger Date, each outstanding share of capital stock of Visador shall, without any action on the part of the holder thereof, be cancelled and retired and all certificates representing such shares shall be surrendered to the Surviving Corporation for indication of such cancellation, and no cash or securities or other property shall be issued in the Merger in respect thereof.

7.

MERGER PROCEDURE

Following approval of this Agreement of Merger by the Boards of Directors of each of the Constituent Corporations, it shall be submitted for approval by the sole stockholder of Southland and Visador. Following approval by the such stockholders, the Constituent Corporations shall present the Agreement of Merger to the Secretary of State of Delaware in the manner provided in the Delaware General Corporation Law and Articles of Merger to the Secretary of State of Texas in the manner provided in the Texas Business Corporation Act. The officers of each of the Constituent Corporations, both prior to and after the Merger Date, shall execute all such other documents and shall take all such other actions as may be necessary or advisable to consummate the Merger and to cause this Agreement of Merger to be carried out in accordance with its terms.

8.

EFFECTIVE TIME OF MERGER

The Merger shall be effective and shall have been consummated by operation of law without further act or deed upon the part of the Constituent Corporations on the date of filing of the Agreement of Merger with the Secretary of State of Delaware, and the term "Merger Date", as used herein, shall mean such date and time.

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IN WITNESS WHEREOF, each of the merging corporations has caused the Agreement of Merger to be executed by its duly authorized officers, this 31st day of August, 1988.

[CORPORATE SEAL]

NEW SOUTHLAND, INC.

By: 

H. F. Niebauck
President

ATTEST:

By: 

William G. Becker
Secretary

[CORPORATE SEAL]

VISADOR COMPANY

By: 

Robert J. Hall
President

ATTEST:

By: 

Robert M. Williams
Secretary

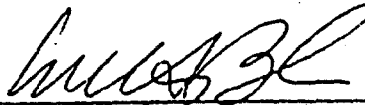
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CERTIFICATION

I, William G. Becker, Secretary of New Southland, Inc., a Delaware corporation (the "Corporation"), certify that the foregoing Agreement of Merger was: (i) adopted and approved by the Board of Directors of the Corporation, (ii) executed by the President of the Corporation and attested by the Secretary of the Corporation and (iii) submitted to the sole stockholder of the Corporation. On August 31, 1988, the Agreement of Merger was duly adopted and approved by written consent of the sole stockholder of the Corporation in accordance with the Delaware General Corporation Law.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of the Corporation on this 31st day of August, 1988.



William G. Becker
Secretary

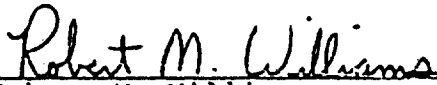
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CERTIFICATION

I, Robert M. Williams, Secretary of Visador Company, a Texas corporation (the "Corporation"), certify that the foregoing Agreement of Merger was: (i) adopted and approved by the Board of Directors of the Corporation, (ii) executed by the President of the Corporation and attested by the Secretary of the Corporation and (iii) submitted to the sole stockholder of the Corporation. On August 31, 1988, the Agreement of Merger was duly adopted and approved by written consent of the sole stockholder of the Corporation in accordance with the Delaware General Corporation Law.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of the Corporation on August 31, 1988.


Robert M. Williams
Secretary

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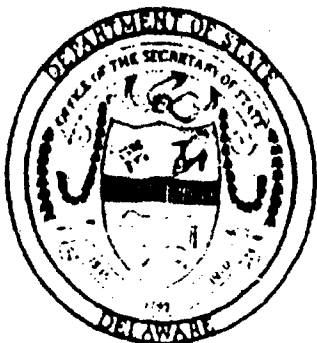


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF AGREEMENT OF MERGER OF "VISADOR COMPANY" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, MERGING WITH AND INTO "NEW SOUTHLAND, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "VISADOR COMPANY" AS RECEIVED AND FILED IN THIS OFFICE THE THE THIRTY-FIRST DAY OF AUGUST, A.D. 1988, AT 2:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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PATENT & TRADEMARK OFFICE

SEP 29 88

Donald R. Zipp
COMMISSIONER OF PATENTS
& TRADEMARKS OFFICE

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

11848569

DATE.

09/02/1988

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