

03-03-2003

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



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

Tab settings

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

1. Name of conveying party(ies):

Acufine, Inc.

2-26-03

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

2. Name and address of receiving party(ies)

Name: Brandess-Kalt-Aetna Group, Inc.

Internal Address:

Street Address: 701 Corporate Woods Parkway

City: Vernon Hills State: IL Zip: 60061

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 0611288; 0820991;

1447006; 1760879; 1783757

Additional number(s) attached Yes No

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

Name: Nicole M. Walker

Internal Address: Neal, Gerber & Eisenberg

Street Address: Two North LaSalle Street

City: Chicago State: IL Zip: 60602-3801

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:

502261

DO NOT USE THIS SPACE

9. Signature.

Nicole M. Walker

Name of Person Signing

Handwritten signature of Nicole M. Walker

Signature

February 25, 2002

Date

Total number of pages including cover sheet, attachments, and document: 9

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

02/28/2003 LMUELLER 00000226 502261 0611288

01 FC:8521 40.00 CH 02 FC:8522 100.00 CH

TRADEMARK REEL: 002681 FRAME: 0606

5. Plan of ~~consolidation~~ <sup>merger</sup> was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

*(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)*

*(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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
BRANDESS-KALT-AETNA GROUP, INC.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
ACUFINE, 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"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

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

- The surviving, new or acquiring corporation 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, consolidation or exchange 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, new or acquiring corporation.
- 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
- 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. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_ (Month & Day) \_\_\_\_\_ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. 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 DECEMBER 24, 2001  
(Month & Day) (Year)

attested by Barbara Brandess  
(Signature of Secretary or Assistant Secretary)

BARBARA BRANDESS, SECRETARY  
(Type or Print Name and Title)

BRANDESS-KALT-AETNA GROUP, INC.  
(Exact Name of Corporation)

by Charles Brandess  
(Signature of President or Vice President)

CHARLES BRANDESS, PRESIDENT  
(Type or Print Name and Title)

Dated DECEMBER 24, 2001  
(Month & Day) (Year)

attested by Barbara Brandess  
(Signature of Secretary or Assistant Secretary)

BARBARA BRANDESS, SECRETARY  
(Type or Print Name and Title)

ACUFINE, INC.  
(Exact Name of Corporation)

by Charles Brandess  
(Signature of President or Vice President)

CHARLES BRANDESS, PRESIDENT  
(Type or Print Name and Title)

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

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

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

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

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

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

C-195.8

## EXHIBIT A

**PLAN OF MERGER OF**  
**ACUFINE, INC.**  
**WITH AND INTO**  
**BRANDESS-KALT-AETNA GROUP, INC.**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into on the 14th day of December, 2001, by and between Brandess-Kalt-Aetna Group, Inc., an Illinois corporation (hereinafter sometimes referred to as "Brandess" or "Surviving Corporation"), and Acufine, Inc., an Illinois corporation (hereinafter sometimes referred to as "Acufine"), said corporations hereinafter sometimes referred to collectively as "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, Brandess is a corporation organized and existing under the laws of the State of Illinois;

WHEREAS, Brandess has an authorized capital stock of Ten Thousand (10,000) shares of common stock, \$1.00 par value per share, of which One Thousand (1,000) shares are now issued and outstanding;

WHEREAS, Acufine is a corporation organized and existing under the laws of the State of Illinois;

WHEREAS, Acufine has an authorized capital stock of Ten Thousand (10,000) shares of common stock, no par value per share, of which One Thousand (1,000) shares are now issued and outstanding; and

WHEREAS, the respective boards of directors of each of the Constituent Corporations have determined that it is advisable and for the benefit of said Corporations and their respective shareholders that Acufine be merged into the Surviving Corporation, pursuant to Section 11.05 of the Illinois Business Corporation Act of 1983, as amended (the "Act"), effective as of the close of business on December 31, 2001; and

WHEREAS, the respective boards of directors and shareholders of the Constituent Corporations have each approved this Plan of Merger in its entirety.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, Acufine and the Surviving Corporation do hereby agree each with the other, as follows:

1. Preamble: All of the foregoing preamble is hereby made an integral part hereof as though set forth at length herein.

2. Terms of Merger: Upon the effective date and time of the merger (as hereinafter set forth in Paragraph 5.C):

A. Acufine shall be, and hereby is, merged into the Surviving Corporation, all in accordance with the applicable provisions of the Act. The name of the Surviving Corporation shall be "Brandess-Kalt-Aetna Group, Inc.", and it is and shall remain governed by the laws of the State of Illinois.

B. The separate existence of Acufine shall cease, except to the extent provided by the laws of the State of Illinois in the case of a domestic corporation after its merger into another domestic corporation.

C. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of Acufine; 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 all and every other interest, of or belonging to or due Acufine shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein vested in the Constituent Corporation shall not otherwise revert or be in any way impaired by reason of the merger.

D. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of Acufine; and any claim existing or action or proceeding pending by or against Acufine may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of Acufine shall be impaired by the merger.

3. Capital Structure of Surviving Corporation and Basis of Exchange: Upon the effective date and time of the merger, the capital structure of the Surviving Corporation shall be as follows:

A. The shares of common stock, \$1.00 par value per share, of Brandess theretofore authorized, whether issued or unissued, shall remain unchanged and shall be deemed to be shares of common stock, \$1.00 par value per share, of the Surviving Corporation.

B. At the time the merger becomes effective, all of the issued shares of common stock of Acufine shall be CONVERTED INTO SHARES OF THE SURVIVING CORPORATION IN DIRECT PROPORTION TO THE FAIR MARKET VALUE OF SUCH SHARES AND ALL OUTSTANDING CERTIFICATES WHICH PRIOR THERETO REPRESENTED SHARES OF COMMON STOCK OF ACUFINE SHALL BE SURRENDERED TO THE SURVIVING CORPORATION.

C. At the time the merger becomes effective, all of the issued shares of common stock of the Surviving Corporation shall be deemed cancelled, and all outstanding certificates which prior thereto represented shares of common stock of the Surviving Corporation shall be surrendered to the Surviving Corporation in exchange for new certificates issued to the existing shareholders of the Surviving Corporation proportionate to the combined fair market value of the Constituent Corporations owned by such shareholders immediately prior to the time the

merger becomes effective, it being agreed and understood that each such shareholder shall receive the following number of shares of common stock of the Surviving Corporation:

Charles Brandess Revocable Trust	264
Estate of Jeffrey Wayne Brandess	607
Laurie Kreamer	<u>129</u>
Total	1,000

4. Surviving Corporation:

A. Upon the effective date and time of the merger, the Articles of Incorporation of Brandess in force at the effective date of the merger shall remain and be the Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended in accordance with the terms thereof and the Act.

B. The By-laws of Brandess in effect at the effective date and time of the merger shall be the By-laws of the surviving corporation until amended in accordance with the terms thereof and the Act.

C. The registered office of the Surviving Corporation in the State of Illinois shall be located at Two North LaSalle Street, Suite 2200, Chicago, Illinois, 60607, and its Registered Agent at said address shall be James K. Gardner.

D. The persons who are the officers and directors of Brandess on the effective date of the merger shall be and remain and continue to be the officers and directors of the Surviving Corporation; such officers and directors shall hold office at the pleasure of the board of directors and the shareholders, respectively, and/or until the first annual meeting of the shareholders and directors of the Surviving Corporation after the effective date of the merger, as the case may be, or until their respective successors are elected or appointed in the manner provided in the by-laws of the Surviving Corporation.

5. Manner of Approval and Effective Date:

A. Each of the Constituent Corporations have taken, or caused to be taken, all actions, and have done, or caused to be done, all things necessary, proper, and advisable, under the laws of the State of Illinois to consummate and make effective the merger, and, to that end, have submitted this Plan of Merger to their respective directors and shareholders for approval and consent as provided by law, and have received on the date first above-written, the unanimous vote, consent, and approval in writing of their respective directors and shareholders in favor of this Plan of Merger, and to the execution thereof by the undersigned President or Vice President and the Secretary or Assistant Secretary of each of the Constituent Corporations, all without further action by either directors or shareholders.

B. Based upon and following the said approval and consent to this Plan of Merger by the directors and shareholders of the Constituent Corporations, said Corporations acting through their appropriate officers shall cause this Plan of Merger and the Articles of Merger, as required by the laws of the State of Illinois, to be executed and filed with the Secretary of State of the State of Illinois.

C. The merger shall become effective as of the close of business on December 31, 2001.

6. Miscellaneous:

A. The Surviving Corporation shall pay all expenses in connection with the filing of the Plan of Merger and the Articles of Merger provided for herein.

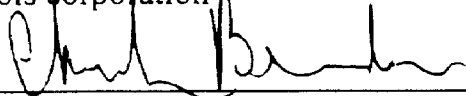
B. If, at any time, the Surviving Corporation shall consider or be advised that any further assignments, conveyances, or assurances in law are necessary, required, or proper to vest or to perfect or to convert of record in the Surviving Corporation the title to any property or rights of Acufine, or to otherwise carry out the provisions of this Plan of Merger, the proper officers and directors of Acufine, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary, required, or proper to vest, perfect, or convert title and ownership to such property or rights in the Surviving Corporation, and otherwise carry out the provisions of this Plan of Merger.

C. Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be abandoned by the mutual consent of the Constituent Corporations evidenced by appropriate resolutions by their respective boards of directors, at any time prior to the effective date of merger.

D. In order to facilitate the filing and recording of this Plan of Merger, the same may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Brandess-Kalt-Aetna Group, Inc., and Acufine, Inc., pursuant to the authority given by their respective boards of directors and shareholders, have each caused this Plan of Merger to be signed by an authorized officer and attested to, all as of the day and year first above written.

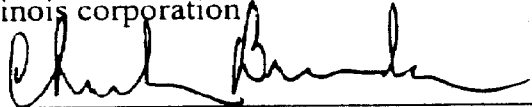
BRANDESS-KALT-AETNA GROUP, INC.,  
an Illinois corporation

By:   
Charles Brandess, President


ATTEST:

By:   
Barbara Brandess, Secretary

ACUFINE, INC.,  
an Illinois corporation

By:   
Charles Brandess, President

ATTEST:

By:   
Barbara Brandess, Secretary

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