

05-30-2003



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Form PTO-1594 (Rev. 03/01) 5-28-03

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

Tri-Mark Incorporated

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Hobart Brothers Company

Internal

Address:

Street Address: 600 West Main Street

City: Troy State: OH Zip: 45373

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Ohio

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: 1-1-94 (Effective Date)

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,378,944; 1,378,945

Additional number(s) attached Yes No

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

Name: Lynn A. Sullivan, Esq.

Internal Address: Leydig, Voit & Mayer Ltd.

Street Address:

Two Prudential Plaza, Suite 4900

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

12-1216

DO NOT USE THIS SPACE

9. Signature.

Lynn A. Sullivan, Esq.

Name of Person Signing

Signature

5-22-03

Date

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

8

05/29/2003 ECOOPER 00000208 121216

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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

01 FC:8521
02 FC:8522

40.00 CH
25.00 CH

TRADEMARK REEL: 002743 FRAME: 0083

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING TRI-MARK, INCORPORATED INTO
HOBART BROTHERS COMPANY**

44147
APPROVED
By GEB
Date 12-20-93
Amount \$50.00
Eff 1-1-94
93122053301

Tri-Mark, Incorporated, an Ohio corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated and duly organized pursuant to the General Corporation Law of the State of Ohio.

SECOND: That all outstanding shares of each class of the capital stock of the Corporation are owned by Hobart Brothers Company, an Ohio corporation ("Parent"); and that, pursuant to the O.R.C. Sec. 1701.80, it is unnecessary that the shareholders of the Corporation approve the merger transaction which is the subject of these resolutions.

THIRD: That the Corporation, by resolutions duly adopted at a meeting of its board of Directors on the 22nd day of July, 1993, determined to merge with and into Parent pursuant to the provisions of the General Corporation Laws of the State of Ohio, effective January 1, 1994, upon the conditions set forth in such resolutions, as follows:

RESOLVED: that this Corporation merge with and into Parent who will assume all of the Corporation's liabilities and obligations.

FURTHER RESOLVED: that the President and Secretary of this Corporation be, and each of them hereby is authorized and directed to make, execute and acknowledge an Agreement of Merger setting forth the terms of the aforesaid merger in substantially the form attached hereto as Exhibit A; and that the said Agreement is hereby approved; and

FURTHER RESOLVED: that the officers of this Corporation be, and each of them hereby is, authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions so to merge the Corporation into Parent and to provide for Parent's assumption of the Corporation's liabilities and obligations, and to file originals of the same in the office of the Secretary of State of the State of Ohio, and to do all acts and things whatsoever whether within or without the State of Ohio as may be necessary and proper to effect the aforesaid merger.

RECEIVED

JAN 2 1 1994

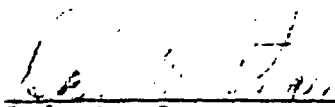
SECRETARY OF STATE

TRADEMARK

REEL: 002743 FRAME: 0084


IN WITNESS WHEREOF, said Tri-Mark, Incorporated has caused its corporate seal to be affixed and this certificate to be signed by Dale M. Stager, its President, and attested by Richard C. Berry, its Secretary, as of this 11 day of January, 1993.

TRI-MARK, INCORPORATED



Dale M. Stager
President

ATTEST:

By: 

Richard C. Berry
Secretary

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is made as of _____, 1993, by and between Hobart Brothers Company, an Ohio corporation with business address at 600 West Main Street, Troy, Ohio 45373 (hereinafter called "Surviving Corp"), and Tri-Mark, Incorporated, an Ohio corporation and wholly-owned subsidiary of Surviving Corp with principal offices at 600 West Main Street, Troy, Ohio, 45373 (hereinafter called the "Constituent Corp").

WHEREAS, the parties wish to provide for the terms and conditions upon which a merger of Constituent Corp with and into Surviving Corp (the "Merger") would be consummated; and

WHEREAS, the Boards of Directors of each of the parties have approved the Merger pursuant to the terms of this Agreement;

NOW, THEREFORE, in consideration of the foregoing premises and following mutual promises, the parties hereby agree as follows:

Article 1 -- Merger.

1.1 Subject to the terms and conditions of this Agreement, at the Effective Time (as defined herein), Constituent Corp shall be merged with and into Surviving Corp pursuant to the provisions of the General Corporation Law ("GCLs") of the State of Ohio, and the separate existence of Constituent Corp shall cease, and Surviving Corp shall continue in existence as the surviving corporation under the laws of the State of Ohio, using its corporate name and business address as first set forth above, and all property, rights and privileges of Constituent Corp of whatsoever nature and description shall, automatically and without further act or deed of any kind on the part of any person, be transferred to and vested in Surviving Corp, and all liabilities and obligations of Constituent Corp shall devolve upon and be assumed by Surviving Corp.

1.2 The Merger shall become effective as of January 1, 1994 (hereinafter referred to as the "Effective Time").

Article 2 -- Capitalization of Constituent Corp.

Constituent Corp has outstanding One Hundred Thousand (100,000) shares of no par value common stock, all of one class. All of such shares are owned by Surviving Corp.

Article 3 -- Incorporation: Principal Offices.

Surviving Corp and Constituent Corp are both incorporated under the laws of the State of Ohio. The parties' respective principal places of business are at the addresses first set forth above. The address of the principal office of Surviving Corp after the Merger will be the same as that first given above for Surviving Corp.

TRADEMARK

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Article 4 -- Extinguishment of Shares.

At the Effective Time and as a result of the Merger of Constituent Corp into Surviving Corp, all of the outstanding shares of the capital stock of Constituent Corp shall automatically be extinguished.

Article 5 -- Waiver of Statutory Notice.

Surviving Corp, being the sole shareholder of Constituent Corp, hereby waives all rights under the laws of Ohio to receive notice of the approval of the Merger provided for in this Agreement, or a copy of this Agreement, or any certificate evidencing the foregoing.

Article 6 -- Charter and Code of Regulations; Directors and Officers; Statutory Agent.

6.1 The Amended Articles of Incorporation and Amended Code of Regulations of Surviving Corp, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and Code of Regulations of Surviving Corp after the Merger, until thereafter amended as provided by law.

6.2 At the Effective Time, the directors and officers of Surviving Corp immediately prior to the Effective Time shall, subject to the applicable provisions of the Articles of Incorporation and Code of Regulations of Surviving Corp, be the directors and officers of Surviving Corp after the Merger, to serve until their respective successors shall be duly elected or appointed and shall duly qualify.

6.3 The name and address of the Ohio Statutory Agent of Surviving Corp after the Effective Time shall remain unchanged from those applicable immediately prior thereto, namely:

Richard C. Berry
600 West Main Street
Troy (Miami County), Ohio 45373

Surviving Corp agrees that it may be served with process in Ohio in any proceeding for enforcement of any obligation of Constituent Corp, as well as for enforcement of any obligation of Surviving Corp arising from the Merger and hereby irrevocably appoints the above named individual as its agent to accept service of process in any suit or other proceeding.

Article 7 -- Authorization.

This Agreement and the Merger have been duly approved and authorized by Board of Directors of each of the parties in accordance with the laws of the State of Ohio.

Article 8 -- Miscellaneous.

8.1 Headings. The captions or headings in this Agreement are for convenience only and in no way define, limit or describe the scope or intent of any of the provisions of this Agreement.

8.2 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be an original and all of which shall constitute one and the same document.

8.3 Severability. If any provision of this Agreement is or becomes invalid, illegal or unenforceable in any jurisdiction for any reason, such invalidity, illegality or unenforceability shall not affect the remainder of this Agreement, and the remainder of this Agreement shall be construed and enforced as if such invalid, illegal or unenforceable portion were not contained herein.

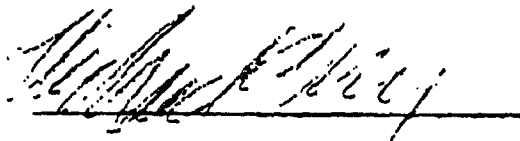
8.4 Governing Law. This Agreement shall be governed by and construed under the laws of the State of Ohio.

8.5 Entire Agreement; Amendment. This Agreement contains the entire understanding of the parties with respect to the subject matter hereof. At any time prior to the Effective Time, this Agreement may be amended by an agreement in writing authorized by the respective Boards of Directors of the parties and executed in the same manner as this Agreement.

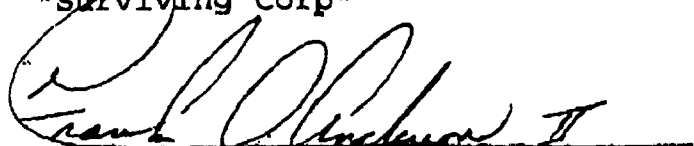
8.6 Notices. All notices or other communications required or permitted to be given under this Agreement shall be in writing and shall be deemed to have been duly given if delivered personally or mailed, certified or registered mail with postage prepaid, to the addresses above listed for the parties, or to such other address as the parties may from time to time specify, or by fax to such fax number(s) as may from time to time be provided by the parties.

IN WITNESS WHEREOF, the parties have by their duly authorized representatives affixed their signatures below, as of the date first above written.

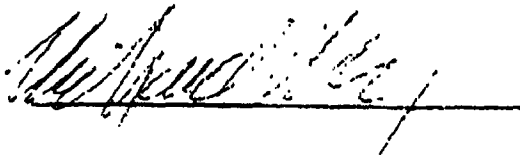
Attest:



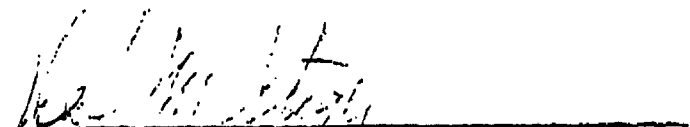
Hobart Brothers Company
"Surviving Corp"


Frank O. Anderson
President & Chairman

Attest:



Tri-Mark, Incorporated
"Constituent Corp"


Dale M. Stager, President

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show the MERGER of TRI-MARK, INCORPORATED, an Ohio Corporation, Charter No. 443958, having its principal location in Troy, County of Miami, incorporated on September 10, 1973, merging into HOBART BROTHERS COMPANY, an Ohio Corporation, Charter No. 44147, was filed December 20, 1993. Said Corporation, HOBART BROTHERS COMPANY, an Ohio Corporation, Charter No. 44147, having its principal location in Troy, County of Miami, was incorporated on March 23, 1917, and is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 25th day of March, A.D. 2003.

J. Kenneth Blackwell
Ohio Secretary of State



The State of Ohio

Bob Taft

Secretary of State

44147

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings: that said records show the filing and recording of: MER

of:

HOBART BROTHERS COMPANY

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 9461 at Frame 1059 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 20TH day of DEC .

A.D. 19 93 .



Bob Taft
Bob Taft
Secretary of State