

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Insul-8 Corporation		11/30/1996	CORPORATION: IOWA

RECEIVING PARTY DATA	
Name:	Delachaux Corporation
Street Address:	10102 F Street
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68127-1104
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	754978	INSUL 8
Registration Number:	776521	INSUL 8
Registration Number:	1892996	INSUL 8

CORRESPONDENCE DATA	
Fax Number:	(949)760-9502
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	949-760-0404
Email:	efiling@kmob.com
Correspondent Name:	KNOBBE, MARTENS, OLSON & BEAR, LLP
Address Line 1:	2040 Main Street
Address Line 2:	Fourteenth Floor
Address Line 4:	Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER:	INSUL.20T
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NAME OF SUBMITTER:	Jeffrey L. Van Hoosear
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Total Attachments: 6 source=1003_001#page1.tif
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ARTICLES OF MERGER OF
INSUL-8 CORPORATION, an Iowa corporation,
and
INDUSTRIAL ELECTRIC REELS, INC., a Nebraska corporation
into
DELACHAUX CORPORATION, a Delaware corporation

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Pursuant to the provisions of the Nebraska Business Corporation Act, the Iowa Business Corporation Act and the General Corporation Law of the State of Delaware, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST -- The Agreement and Plan of Merger attached hereto as Exhibit "A" was approved by the Board of Directors and shareholders of each of the undersigned corporations in the manner prescribed by the Nebraska Business Corporation Act, the Iowa Business Corporation Act and the General Corporation Law of the State of Delaware.

SECOND -- As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Agreement and Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class Designation</u>
Insul-8 Corporation	10,000	Common
Industrial Electric Reels, Inc.	2,750	Common
Delachaux Corporation	6,850	Common

THIRD -- As to each of the undersigned corporations, the total number of shares voted for and against such Agreement and Plan of Merger, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Agreement and Plan of Merger, respectively, are as follows:

(12)
00303

Name of Corporation	Number of Shares	
	Total Voted For	Total Voted Against
Insul-8 Corporation	10,000	0
Industrial Electric Reels, Inc.	2,750	0
Delachaux Corporation	6,850	0


FOURTH -- These Articles of Merger shall take effect on December 31, 1996 at 5:00 P.M., Central Standard Time.

DATED this ____ day of November, 1996.

INSUL-8 CORPORATION, an Iowa corporation,

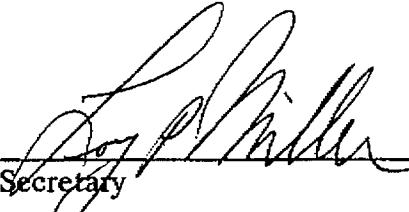


 Secretary


By: 

 Francois B. Delachaux, Its President

INDUSTRIAL ELECTRIC REELS, INC., a Nebraska corporation,



 Secretary


By: 

 Francois B. Delachaux, its President

DELACHAUX CORPORATION, a Delaware corporation,



 Secretary

By: 

 Francois B. Delachaux, its President

AGREEMENT AND PLAN OF MERGER

between

DELACHAUX CORPORATION, a Delaware corporation

and its wholly owned subsidiaries

INSUL-8 CORPORATION, an Iowa corporation

and

INDUSTRIAL ELECTRIC REELS, INC., a Nebraska corporation

THIS AGREEMENT AND PLAN OF MERGER entered into this _____ day of November, 1996 by and between Delachaux Corporation, a Delaware corporation ("Delachaux"), and its wholly owned subsidiaries, Insul-8 Corporation, an Iowa Corporation ("Insul-8"), and Industrial Electric Reels, Inc., a Nebraska corporation ("IER").

R E C I T A L S:

- A. Delachaux is a corporation duly organized and existing under the laws of the state of Delaware.
- B. Insul-8 is a corporation duly organized and existing under the laws of the state of Iowa.
- C. IER is a corporation duly organized and existing under the laws of the state of Nebraska.
- D. The Board of Directors of Delachaux, Insul-8 and IER, respectively, deem it advisable and in the best interests of the corporations and their respective shareholders that Insul-8 and IER be merged with and into Delachaux under and pursuant to the laws of the state of Nebraska, of the state of Iowa, and of the state of Delaware with the result that Delachaux shall be the surviving corporation.

NOW, THEREFORE, it is agreed as follows:

1. Merger. The following events shall be undertaken as soon as practicable by Delachaux, Insul-8 and IER (hereinafter sometimes referred to as the "Constituent Corporations"):

- a. This Agreement shall be adopted and approved by the Board of Directors and shareholders of the Constituent Corporations.

EXHIBIT A

00305

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REEL: 002761 FRAME: 0279

b. Upon such approval, this Agreement shall be signed by the duly authorized officers of each Constituent Corporation and thereupon each Constituent Corporation shall execute and file Certificates or Articles of Merger with the Secretary of State of the state of Delaware, the Secretary of State of the state of Nebraska and with the Secretary of State of the state of Iowa.

c. The effective date and time of such merger shall be December 31, 1996 at 5:00 p.m. Central Standard Time, and on such effective date, Insul-8 and IER shall be deemed to have merged with and into Delachaux, which shall survive the merger.

d. The name of the surviving corporation shall be Delachaux Corporation.

2. Articles of Incorporation of Surviving Corporation. On the effective date of the merger, the Articles of Incorporation of Delachaux shall be the Articles of Incorporation of the surviving corporation.

3. Board of Directors. The following persons shall serve as members of the Board of Directors of the surviving corporation until the next annual meeting of shareholders or until their successors shall be elected and qualified: Francois B. Delachaux, Gregory B. Minter and Jean-Pierre Colliaut.

4. Officers. The following persons shall be elected to the offices set opposite their respective names of the surviving corporation until the next annual meeting of the Board of Directors or until their successors shall be elected and qualified:

President	Francois B. Delachaux
Vice President	Lonny R. Miller
Secretary/Treasurer	Lonny R. Miller

5. Capital Stock of Surviving Corporation. On the effective date of the merger, Delachaux, which owns all of the authorized and issued shares of Insul-8 and IER, shall surrender such issued shares, which shall be cancelled. No shares of common stock of Delachaux shall be issued in exchange for shares of common stock of Insul-8 or IER surrendered to Delachaux.

6. Bylaws. The bylaws of Delachaux in effect on the effective date of the merger shall be the bylaws of the surviving corporation until repealed or amended in the manner therein provided and in accordance with the Articles of Incorporation of the surviving corporation and applicable law.

7. Effect of Merger. On the effective date of the merger, Delachaux, Insul-8 and IER shall cease to exist separately and Insul-8 and IER shall be merged with and into Delachaux in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the General Corporation Law of the State of Delaware, the Nebraska Business Corporation Act, and the Iowa Business Corporation Act. As provided therein, on the effective date of the merger, the surviving corporation shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses and

registrations of each of the Constituent Corporations and all property, real, personal, and mixed, and all debts due to any of the Constituent Corporations on whatever account, belonging to each of the Constituent Corporations shall be vested in the surviving corporation.

8. Further Instruments. From time to time, as and when requested by the surviving corporation, or by its successors or assigns, Insul-8 and IER shall execute and deliver or cause to be executed and delivered, all such deeds and other instruments and to take or cause to be taken all such further or other action as the surviving corporation may deem necessary or desirable in order to vest and confirm to the surviving corporation title to and possession of all of its property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this Agreement.

9. Principal Office. The location of the principal office of the surviving corporation shall 10102 "F" Street, Omaha, Nebraska 68127.

10. Registered Office and Registered Agent. The registered office of the corporation shall be 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of the registered agent at such address shall be The Corporation Trust Company.

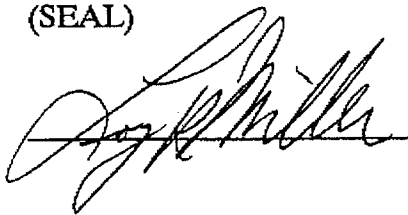
11. Right of Amendment. The surviving corporation hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation as from time to time amended in a manner now or hereafter prescribed by law as from time to time amended.

IN WITNESS WHEREOF, Delachaux, Insul-8 and IER have caused this Agreement to be signed in their corporate names by their respective Presidents and respective Secretaries under the seals of the corporations.

ATTEST:

Delachaux Corporation, a Delaware corporation,

(SEAL)



By

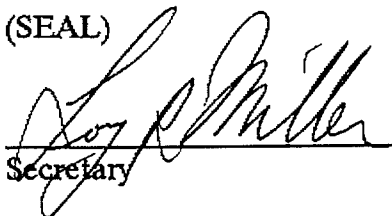


Francois B. Delachaux, President

ATTEST:

Insul-8 Corporation, an Iowa corporation

(SEAL)



Secretary


By




Francois B. Delachaux, President

ATTEST:

(SEAL)


Secretary

Industrial Electric Reels, Inc., a Nebraska
corporation


By _____
Francois B. Delachaux, President

FILED
IOWA
SECRETARY OF STATE
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