

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
Delachaux Corporation		11/25/1996	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Insul-8 corporation
Street Address:	10102 F Street
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68127-1104
Entity Type:	CORPORATION: NEBRASKA

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: 5
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STATE OF NEBRASKA
SECRETARY'S OFFICE

Received filed and recorded on
film roll no. 11236

at page 639

ARTICLES OF MERGER

DELACHAUX CORPORATION, a Delaware corporation

INTO

INSUL-8 CORPORATION, a Nebraska corporation

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Page 639
Secretary of State
By: [Signature]

Pursuant to the provisions of the Nebraska 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 Delachaux Corporation and by the Board of Directors of Insul-8 Corporation in the manner prescribed by the Nebraska 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>
Delachaux Corporation, a Delaware corporation	6,850	Common
Insul-8 Corporation, a Nebraska corporation	-0-	None

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:

Name of Corporation	Number of Shares	
	Total Voted For	Total Voted Against
Delachaux Corporation, a Delaware corporation	6,850	0
Insul-8 Corporation, a Nebraska corporation	-0-	0

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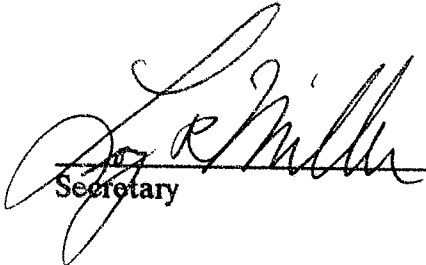
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FOURTH -- These Articles of Merger shall become effective on December 31, 1996, at 5:30 p.m. Central Standard Time..

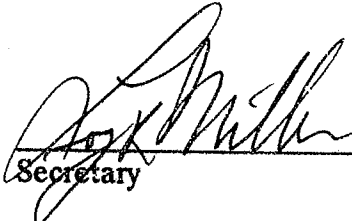
DATED this 25th day of November, 1996.


DELACHAUX CORPORATION, a Delaware corporation


Secretary

By 
Francois B. Delachaux, Its President

INSUL-8 CORPORATION, a Nebraska corporation


Secretary

By 
Francois B. Delachaux, its President

AGREEMENT AND PLAN OF MERGER

between

DELACHAUX CORPORATION, a Delaware corporation

and

INSUL-8 CORPORATION, a Nebraska corporation

THIS AGREEMENT AND PLAN OF MERGER entered into this 25th day of November, 1996 by and between Delachaux Corporation, a Delaware corporation ("Delachaux"), and Insul-8 Corporation, a Nebraska corporation ("Insul-8").

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 and has 6,850 shares of its common stock outstanding.
- B. Insul-8 is a corporation duly organized and existing under the laws of the state of Nebraska and has no shares of common stock issued and outstanding.
- C. The Board of Directors of Delachaux and Insul-8, respectively, deem it advisable and in the best interests of the corporations and the shareholders of Delachaux that Delachaux be merged with and into Insul-8 under and pursuant to the laws of the state of Nebraska, and of the state of Delaware with the result that Insul-8 shall be the surviving corporation.
- D. The purpose of such merger is to change the state of incorporation of the Delaware corporation.

NOW, THEREFORE, it is agreed as follows:

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

a. This Agreement shall be adopted and approved by the Board of Directors of the Constituent Corporations and by the sole shareholder of Delachaux. Insul-8 has no outstanding capital stock and, accordingly, no shareholders.

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 and with the Secretary of State of the state of Nebraska.

EXHIBIT A

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c. The effective date and time of such merger shall be December 31, 1996 at 5:30 p.m. Central Standard Time, and on such effective date and time, Delachaux shall be deemed to have merged with and into Insul-8, which shall survive the merger.

d. The name of the surviving corporation shall be Insul-8 Corporation.

2. Articles of Incorporation of Surviving Corporation. On the effective date and time of the merger, the Articles of Incorporation of Insul-8 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
Executive Vice President	
Chief Operating Officer	Lonny R. Miller
Vice President	Alex Inserto
Secretary/Treasurer	Lonny R. Miller

5. Capital Stock of Surviving Corporation. On the effective date and time of the merger, each authorized and issued share of Delachaux common stock shall be converted into one (1) share of the common stock of Insul-8. On or after the effective date of the merger, the holder of the outstanding common stock of Delachaux shall be entitled, upon the surrender of the certificate or certificates for such shares at the office of Insul-8, to receive in exchange therefor a certificate or certificates representing the appropriate number of shares of the common stock of Insul-8.

6. Bylaws. The bylaws of Insul-8 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 and time of the merger, Delachaux and Insul-8 shall cease to exist separately and Delachaux shall be merged with and into Insul-8 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 and the Nebraska Business Corporation Act, as amended. As provided therein, on the effective date and time 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, Delachaux 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 be 10102 "F" Street, Omaha, Nebraska 68127.

10. Registered Office and Registered Agent. The registered office of the corporation shall be 1000 Woodmen Tower, Omaha, Nebraska 68102. The name of the registered agent at such address shall be Gregory B. Minter.

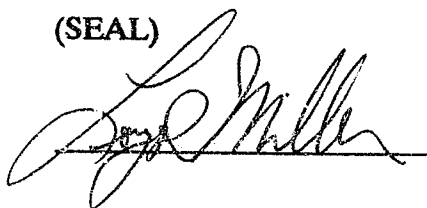
11. Right of Amendment. The surviving corporation hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation as from time to time amended in a manner now or hereafter prescribed by law as from time to time amended.

IN WITNESS WHEREOF, Delachaux and Insul-8 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)



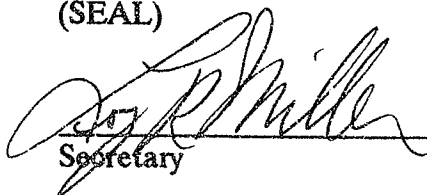
By


Francois B. Delachaux, President

ATTEST:

Insul-8 Corporation, a Nebraska corporation

(SEAL)


Secretary

By


Francois B. Delachaux, President