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CFY

102512542

To the Honorable Commissioner of Patents Attached original documents or copy thereof.

2003 JUL 29 AM 10:27

FINANCE SECTION

1. Name of conveying party(ies):

Aero-Colours, Inc.

7-29-03

- Individual(s)
- General Partnership
- Corporation-State - CA
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 23, 1998

2. Name and address of receiving party(ies)

Name: Aero-Colours, Inc.

Internal Address:

Street Address: 6971 Washington Avenue S

City: Minneapolis State: MN ZIP: 55439-1508

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State MN
- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,429,534

Additional numbers attached? Yes No

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

Name: J. Christopher Cuneo

Internal Address:

Street Address: 1800 IDS Center, 80 S. 8th St

City: Minneapolis State: MN ZIP: 55402

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/30/2003 LUELLER 0000240 1429534
01 FC:6521 40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

James F. Spellmire, CEO
Name of Person Signing

James F. Spellmire
Signature

7/17/03
Date

Total number of pages including cover sheet, attachments, and document: 5

State of Minnesota

67225

SECRETARY OF STATE

Certificate of Merger

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

CA: AERO-COLOURS, INC.
MN: A-C MERGER CORPORATION

State of Formation and Name of Surviving Entity:

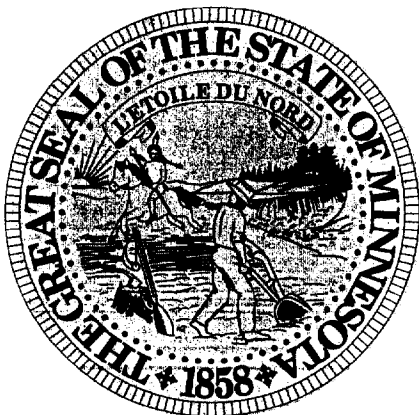
MN: A-C MERGER CORPORATION

Effective Date of Merger: June 23, 1998

Name of Surviving Entity After Effective Date of Merger:

AERO-COLOURS, INC.

This certificate has been issued on: June 23, 1998



Joan Anderson Grove
Secretary of State.

AGREEMENT OF MERGER

657.34

Merger of

AERO-COLOURS, INC.

with and into

A-C MERGER CORPORATION

AGREEMENT OF MERGER dated this 22nd day of June, 1998, by and between AERO-COLOURS, INC., a California corporation, herein called the merging corporation, and A-C MERGER CORPORATION, a Minnesota corporation, herein called the surviving corporation.

WITNESSETH that:

WHEREAS, the parties to this Agreement, in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said corporations, that the merging corporation merge into the surviving corporation under and pursuant to the terms and conditions hereinafter set forth;

NOW THEREFORE, the corporations parties to this Agreement, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby agree upon and prescribe the terms and conditions of said merger, the mode of carrying them into effect and the manner and basis of converting the shares of the constituent corporations into the shares of the surviving corporation as follows:

FIRST: The merging corporation shall be merged into the surviving corporation.

SECOND: The Articles of Incorporation of the surviving corporation are hereby amended by virtue of the merger provided by this Agreement as follows:

The name of the surviving corporation is "Aero-Colours, Inc."

THIRD: The terms and conditions of the merger are as follows:

The directors and officers of the surviving corporation on the effective date of this merger shall continue to be the directors and officers of the surviving corporation.

The by-laws of the surviving corporation shall be the by-laws of the merging corporation which are in effect on the effective date of this merger.

Upon the merger becoming effective, the separate existence of the merging corporation shall cease and all the property, rights, privileges, franchises, patents, trade-marks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation, shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees, from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

All rights of creditors and all liens upon the property of either of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of the merged corporation shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

FOURTH: Each share of Common Stock of the merging corporation outstanding immediately prior to the effective date of this merger shall, by virtue of this merger and without any action on the part of the holder thereof, be converted into one (1) share of Common Stock of the surviving corporation and each holder of a stock certificate representing shares of Common Stock of the merging corporation outstanding immediately prior to the effective date of this merger, upon surrender of such certificate to the surviving corporation at or after the effective date of this merger, shall be entitled to receive a stock certificate representing the same number of shares of Common Stock of the surviving corporation and until so surrendered, each such stock certificate representing Common Stock of the merging corporation shall, by virtue of this merger, be deemed for all purposes to evidence ownership of the same number of shares of Common Stock of the surviving corporation.

FIFTH: This Agreement of Merger shall become effective upon filing of the Articles of Merger with the Minnesota Secretary of State.

5732

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by their respective officers thereunto duly authorized on this 22nd day of June, 1998.

AERO-COLOURS, INC.

By Kathleen Trembath Spellmire
Kathleen Trembath Spellmire
President - Company Operations

By James F. Spellmire
James F. Spellmire
Secretary

A-C MERGER CORPORATION

By Kathleen Trembath Spellmire
Kathleen Trembath Spellmire
President - Company Operations

By James F. Spellmire
James F. Spellmire
Secretary

M1:0376133.01

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 22 1998

Joan Anderson Shreve
Secretary of State