

12-15-2003

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

To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.  
P.O. Box 1450  
Alexandria, VA 22313-1450

12-8-03

1. Name of conveying party(ies):  
Commercial Testing & Engineering Co.  
 Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State Illinois  
 Other  
Additional name(s) of conveying party(ies) attached?  
 Yes  No

2. Name and address of receiving party(ies):  
Name: SGS North America Inc.  
Internal Address  
Street Address 201 Route 17 North  
City Rutherford State NJ ZIP 07070  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State Delaware  
 Other

FINANCE SECTION

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other  
Execution Date: July 1, 2003

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation 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)  
Additional numbers attached?  Yes  No

B. Trademark registration No.(s) 1,027,601 and 1,825,610

5. Name and address of party to whom correspondence concerning document should be mailed:  
PENNIE & EDMONDS LLP  
1155 Avenue of the Americas  
New York, New York 10036-2711  
Attn: Carol M. Wilhelm  
File No.: 8978-0088-999

6. Total number of applications and registrations involved: 2  
7. Total fee (37 CFR 3.41).....\$ 65.00  
Please charge to the deposit account listed in Section 8, as well as any other fees which may be due.  
8. Deposit account number:  
16-1150

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.*

Colleen Keegan                      Colleen M. Keegan                      December 8, 2003  
Name of Person Signing              Reg. No.              Signature                      Date

12/12/2003 LINDLER 00000000 161150 1027601

Total number of pages comprising cover sheet: 5

01 FC:0521 40.00 BA  
02 FC:0522 25.00 BA

Mail documents to be recorded with required cover sheet information to:  
Director of the United States Patent and Trademark Office  
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK  
REEL: 002879 FRAME: 0340

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# OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JULY 1, 2003

1078-803-0

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE COMMERCIAL TESTING & ENGINEERING CO.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION. THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE MERGING CORPORATION IS LOCATED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

Springfield, Illinois 62756

TRADEMARK  
REEL: 002879 FRAME: 0341

COPY

Form **BCA-11.25**

(Rev. Jan. 1999)

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

File # D1078 8030

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
http://www.sos.state.il.us

**SUBMIT IN DUPLICATE**

**FILED**

JUL 01 2003

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 7-1-03

Filing Fee \$ 100.00

Approved: [Signature]

**DO NOT SEND CASH!**  
Remit payment in check or money  
order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger or  
consolidation involves more than 2  
corporations, \$50 for each additional  
corporation.

1. Names of the corporations proposing to <sup>merge</sup> consolidate, and the state or country of their incorporation:  
<sub>exchange shares</sub>

Name of Corporation	State or Country of Incorporation	Corporation File Number
SGS NORTH AMERICA INC. <u>S MR</u>	DELAWARE	
COMMERCIAL TESTING & ENGINEERING CO. <u>NS</u>	ILLINOIS	10788030

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the <sup>surviving</sup> new corporation: SGS NORTH AMERICA INC.  
<sub>acquiring</sub>

(b) it shall be governed by the laws of: DELAWARE

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of <sup>merger</sup> consolidation is as follows:  
<sub>exchange</sub>

ATTACHED

5. Plan of consolidation merger was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange 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

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
N/A	<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"/>
_____	<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:

- a. 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.
- b. 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
- c. 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
Commercial Testing & Engineering Co.	186 shares of common stock	186 shares of common stock
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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 June 30, 2003  
(Month & Day) (Year)  
attested by R. Kennedy Bridwell  
(Signature of Secretary or Assistant Secretary)  
R. Kennedy Bridwell, Secretary  
(Type or Print Name and Title)

SGS North America Inc.  
(Exact Name of Corporation)  
by [Signature]  
(Signature of President or Vice President)  
Richard J. Tobin, President  
(Type or Print Name and Title)

Dated June 28, 2003  
(Month & Day) (Year)  
attested by R. Kennedy Bridwell  
(Signature of Secretary or Assistant Secretary)  
R. Kennedy Bridwell, Secretary  
(Type or Print Name and Title)

Commercial Testing & Engineering Co.  
(Exact Name of Corporation)  
by Lloyd Taylor  
(Signature of President or Vice President)  
Lloyd Taylor, 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)