

3/1/04

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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

102683785

To the Honorable Commissioner of Patents and Trademarks, Please forward this to the original documents or copy thereof.

1. Name of conveying party(ies): Comast International, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State-Illinois [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: Coffee Masters, Inc. Internal Address: Street Address: P.O. Box 460 City: Spring Grove, IL State: IL Zip: 60081 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Illinois [] 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 [X] Merger [] Security Agreement [] Change of Name [] Other Execution Date: June 19, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,862,653 Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Herbert J. Singer Internal Address: Silverman, Cass & Singer 105 W. Adams St. - Suite 2225 Street Address: 105 W. Adams St. -Ste.2225 City: Chicago State: IL Zip: 60603

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41) \$ 40.00 [X] Enclosed [] Authorized to be charged to deposit account 58. Deposit account number: APR/FINANCE MAR -1 AM 8:13

DO NOT USE THIS SPACE

9. Signature. Herbert J. Singer Name of Person Signing Signature Date Feb 27, 2004 Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

3/1/04 00000033 1862653 40.00 DP

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
COFFEE MASTERS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 19TH day of JUNE A.D. 2001 and of the Independence of the United States the two hundred and 25TH.



Jesse White

Secretary of State

Form **BCA-11.25**

(Rev. Jan. 1999)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # **D53918174**

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

FILED

JUN 19 2001

**JESSE WHITE
SECRETARY OF STATE**

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date **6-19-01**

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 ~~consolidate~~ ^{merge} ~~exchange shares~~ ^{consolidate}, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
Comast International, INC.	IL	D56510664
Coffee Masters, Inc.	IL	D53918174

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 ~~new~~ ^{surviving} ~~acquiring~~ corporation: Coffee Masters, Inc.

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

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

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows:

See Attachment

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
Comast International, Inc.	100	100
_____	_____	_____
_____	_____	_____
_____	_____	_____

- 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 May 25, 2001
 (Month & Day) (Year)
 attested by Linda Goodrich
 (Signature of Secretary or Assistant Secretary)
 Linda Goodrich, Secretary
 (Type or Print Name and Title)

Comast International, Inc.
 (Exact Name of Corporation)
 by Stephen C. Goodrich
 (Signature of President or Vice President)
 Stephen C. Goodrich, President
 (Type or Print Name and Title)

Dated May 25, 2001
 (Month & Day) (Year)
 attested by Linda Goodrich
 (Signature of Secretary or Assistant Secretary)
 Linda Goodrich, Secretary
 (Type or Print Name and Title)

Coffee Masters, Inc.
 (Exact Name of Corporation)
 by Stephen C. Goodrich
 (Signature of President or Vice President)
 Stephen C. Goodrich, President
 (Type or Print Name and Title)

Dated _____, _____
 (Month & Day) (Year)
 attested by _____
 (Signature of Secretary or Assistant Secretary)

 (Exact Name of Corporation)
 by _____
 (Signature of President or Vice President)

C-195.8 _____
 (Type or Print Name and Title)

 (Type or Print Name and Title)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of May 25, 2001 by and among Comast International, Inc., an Illinois corporation (the "Subsidiary") and Coffee Masters, Inc., an Illinois corporation ("Company") and the holder of all the issued and outstanding shares of common stock of the Subsidiary. The Company and the Subsidiary are sometimes referred to herein as the "Constituent Corporations."

In consideration of the mutual covenants and agreements contained herein, and for the purpose of merging the Subsidiary into the Company and prescribing certain terms and conditions of the Merger and the mode of carrying the same into effect, the parties agree hereto as follows:

ARTICLE I The Merger

1.1 Upon the terms and subject to the conditions hereof, and in accordance with the relevant provisions of the Illinois Business Corporation Act of 1983, as amended (the "IBCA"), the Subsidiary shall be merged with and into the Company. Following the Merger, the Company shall continue as the surviving corporation (the "Surviving Corporation"), and shall continue its existence under the laws of the State of Illinois, and the separate corporate existence of the Subsidiary shall cease.

1.2 The Merger shall be consummated by filing with the Secretary of State of the State of Illinois Articles of Merger in accordance with the provisions of the IBCA.

ARTICLE II Rights and Duties of the Company as the Surviving Corporation

21. The merger shall have the effects set forth in the IBCA. At the effective time of the Merger (the "Effective Time"), the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, of each of the Constituent Corporations, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations so merged; and all of the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to each of the Constituent Corporations on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations; and the title to any real estate, vested by deed or otherwise, under the laws of the State of Illinois or otherwise, in each of the Constituent Corporations, shall not revert or in any way be impaired by reason of the Merger; provided, that all rights of creditors and all liens upon any property of the Constituent Corporations shall thenceforth attach to the Surviving Corporations, and may be enforced

against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

**ARTICLE III
Certificate of Incorporation
And By-Laws**

3.1 The Certificate of Incorporation and the By-Laws of the Company, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and the By-Laws, respectively, of the Surviving Corporation until thereafter amended as provided by law.

**ARTICLE IV
Directors and Officers**

4.1 The directors of the Company immediately prior to the Effective Time shall be the directors of the Surviving Corporation and will hold office from the Effective Time until their respective successors are duly elected and qualified in the manner provided in the Certificate of Incorporation and By-Laws of the Surviving Corporation, or as otherwise provided by law.

4.2 The officers of the Company immediately prior to the Effective Time shall be the officers of the Surviving Corporation and will hold office from the Effective Time until their respective successors are duly elected or appointed in the manner provided in the By-Laws of the Surviving Corporation, or as otherwise provided by law.

**ARTICLE V
Cancellation of Shares**

5.1 Each share of common stock of the Subsidiary, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled.

**ARTICLE VI
Miscellaneous**

6.1 This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Illinois without regard to the conflicts of law rules thereof.

6.2 The headings in this Merger Agreement are for convenience only and shall not be used to interpret or construe its provisions.