

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/15/1997

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
POLYCOLD SYSTEMS INTERNATIONAL		11/15/1997	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	POLYCOLD MERGER SUB, INC.
Street Address:	67 Mark Drive
City:	San Rafael
State/Country:	CALIFORNIA
Postal Code:	94903
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1525491	POLYCOLD

**CORRESPONDENCE DATA**

Fax Number: (212)894-5712  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2129408712  
 Email: linda.chan@kmzr.com  
 Correspondent Name: Linda S. Chan  
 Address Line 1: KMZRosenman, 575 Madison Avenue  
 Address Line 4: New York, NEW YORK 10022-2585

NAME OF SUBMITTER:	Linda S. Chan
Signature:	/Linda S. Chan/
Date:	01/20/2005

CH \$40.00 1525491

**Total Attachments: 3**

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**FILED**  
In the office of the Secretary of State  
of the State of California

DEC 10 1997

*Bill Jones*  
BILL JONES, Secretary of State

**Certificate of Merger**

of

**Polycold Systems International**

Into

**Polycold Merger Sub, Inc.**

The undersigned corporation

**DOES HEREBY CERTIFY:**

**First.** That the name and state of incorporation of each of the constituent corporations to the merger is as follows:

**Polycold Systems International a California corporation ("Polycold")  
Polycold Merger Sub, Inc., a Delaware corporation ("Merger Sub")**

**Second.** That an Agreement and Plan of Merger between Polycold Systems International, a California corporation and Polycold Merger Sub, Inc., a Delaware corporation (the "Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 252 of the General Corporation law of the State of Delaware (the "DGCL").

**Third.** The name of the surviving corporation of the merger is Polycold Merger Sub, Inc., a Delaware corporation (the "Surviving Corporation").

**Fourth.** That the Certificate of Incorporation of Merger Sub shall be the certificate of incorporation of the Surviving Corporation, except that Article First shall be amended to read as follows: The name of the corporation is Polycold Systems International, Inc.

**Fifth.** The executed Agreement is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is

67 Mark Drive  
San Rafael, California 94903-2264

**Sixth.** That a copy of the Agreement will be furnished on request and without cost to any stockholder of any constituent corporation.

Seventh. The authorized capital stock of Polycold is as follows:

**Polycold Systems International, a California corporation**  
400,000 shares Class A common voting stock, no par value  
100,000 shares of Class B common nonvoting stock, no par value

**IN WITNESS WHEREOF**, said corporation has caused this Certificate to be signed by Polycold Merger Sub, Inc., a Delaware corporation this *15<sup>th</sup>* day of *November*, 1997.

POLYCOLD MERGER SUB, INC.

By: *Catherine E. Ordway*  
Its: *Corporate Secretary*



STATE OF CALIFORNIA  
FRANCHISE TAX BOARD  
PO BOX 1468  
SACRAMENTO CA 95812-1468

# TAX CLEARANCE CERTIFICATE

December 3, 1987

EXPIRATION DATE: January 15, 1998

GREGORY-HOLDEN CORPORATE SERVICES  
901 H STE 400  
SACRAMENTO CA 95814

ISSUED TO: POLYCOLD SYSTEMS INTERNATIONAL  
Entity ID 0715672

THIS CERTIFICATE IS VALID ONLY UPON THE SIMULTANEOUS QUALIFICATION OF  
POLYCOLD HERGER SUB, INC., A DELAWARE CORPORATION

This is to certify that all taxes imposed under the Bank and  
Corporation Tax Law on this corporation have been paid, assumed, or are  
secured by other means.

If a final return has not been filed, one should be filed within two months  
and 15 days after the close of the month in which the dissolution or  
withdrawal takes place. If the corporation was inactive, a statement to  
that effect should be attached to the tax forms. All returns remain  
subject to audit until the expiration of the normal statutory period.  
Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the  
the Secretary of State. This original Tax Clearance Certificate  
may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed  
the documents required by the Secretary of State to dissolve, withdraw  
or merge. Requests for the appropriate documents must be directed to:  
Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento  
CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with  
the Secretary of State prior to the Expiration  
Date noted above, the corporation will remain  
subject to the filing requirements of the Bank  
and Corporation Tax Law.

By H. Hermansen  
Special Audit Unit  
Corporation Audit Section  
Telephone (916) 845-4124

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