

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/10/1999

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Neoloy/Dentex, Inc.		07/01/1999	CORPORATION: ILLINOIS

**RECEIVING PARTY DATA**

Name:	Austenal, Inc.
Street Address:	4101 West 51st Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60632-4287
Entity Type:	CORPORATION: INDIANA

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2299871	NEOLOID
Registration Number:	2325744	NEOLOY

**CORRESPONDENCE DATA**

Fax Number: (717)849-4360  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 717-849-4461  
 Email: trademarks@dentsply.com  
 Correspondent Name: James B. Bieber  
 Address Line 1: 221 West Philadelphia Street  
 Address Line 2: Suite 60  
 Address Line 4: York, PENNSYLVANIA 17405-0872

NAME OF SUBMITTER:	James B. Bieber
Signature:	/james b bieber/

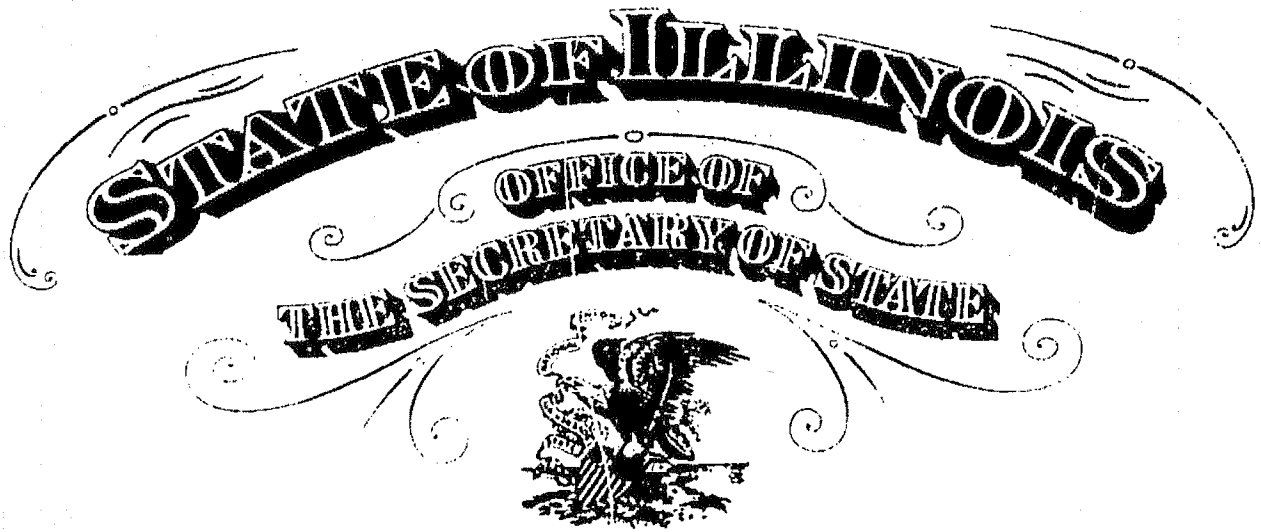
CH \$65.00 2299871

Date:

03/02/2005

**Total Attachments: 20**

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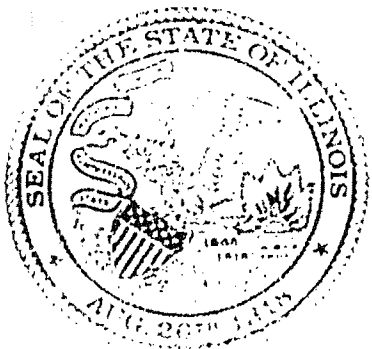


**Whereas,**

ARTICLES OF INCORPORATION OF  
AUSTENAL, 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, George H. Ryan, 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 23RD  
day of APRIL A.D. 19 92 and  
of the Independence of the United States  
the two hundred and 16TH.*



*George H Ryan*  
SECRETARY OF STATE

1 3 9 2 9 1 1 0 4

**Submit in Duplicate**  
 Payment must be made by Certified  
 Check, Cashier's Check, Illinois  
 Attorney's Check, Illinois C.P.A.'s  
 Check or Money order, payable to  
 Secretary of State  
**DO NOT SEND CASH!**

**JIM EDGAR**  
 Secretary of State  
 State of Illinois

This Space For Use By  
 Secretary of State

Date 4-23-92

License Fee \$         
 Franchise Tax \$ 25.50  
 Filing Fee \$ 75.00  
 Clerk 3 \$ 100.50

**ARTICLES OF INCORPORATION**

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

**ARTICLE ONE** The name of the corporation is Austenal, Inc. **PAID**  
(Shall contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof) **APR 24 1992**

**ARTICLE TWO** The name and address of the initial registered agent and its registered office are:

Registered Agent The Prentice-Hall Corporation System, Inc.

<small>First Name</small>	<small>Middle Name</small>	<small>Last Name</small>

Registered Office 33 North LaSalle Street

<small>Number</small>	<small>Street</small>	<small>Suite # (A.P.O. Box alone is not acceptable)</small>
<u>Chicago</u>	<u>60602</u>	<u>Cook</u>
<small>City</small>	<small>Zip Code</small>	<small>County</small>

**ARTICLE THREE** The purpose or purposes for which the corporation is organized are:  
If not sufficient space to cover this point, add one or more sheets of this size.

The transaction of any or all lawful business for which corporations may be organized under the Illinois Business Corporation Act of 1983.

**ARTICLE FOUR** Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
<u>Common Stock</u>	<u>\$.10</u>	<u>10,000</u>

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:  
If not sufficient space to cover this point, add one or more sheets of this size.

**ARTICLE FIVE** The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
<u>Common Stock</u>	<u>\$.10</u>	<u>1,000</u>	<u>\$ 1,000.00</u>
			<u>\$</u>
			<u>\$</u>
			<u>\$</u>
<b>TOTAL</b>			<u>\$ 1,000.00</u>

\* A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is desired.

ARTICLE SIX

OPTIONAL

The number of directors constituting the initial board of directors of the corporation is \_\_\_\_\_, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Table with 2 columns: Name, Residential Address

ARTICLE SEVEN OPTIONAL

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be:
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be:
(c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be:
(d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be:

ARTICLE EIGHT OTHER PROVISIONS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated April 21, 1992

Table with 2 columns: Signatures and Names, Post Office Address. Includes Matthew I. Hafter at 227 W. Monroe St., Suite 3600, Chicago, IL 60606.

(Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on conformed copies.)
NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

Form BCA-2:10
File No.

ARTICLES OF INCORPORATION

FILED

APR 23 1992

GEORGE H. RYAN
SECRETARY OF STATE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation: FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (See Art. 5); MINIMUM \$5.00; INITIAL FRANCHISE TAX of 1/10 of 1% of the consideration to be received for initial issued shares (see Art. 5); MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Table with 2 columns: Consideration to be Received, TOTAL Due. Includes rows for \$100.50, \$102.50, \$105.00, \$112.50, \$150.00, \$225.00.

Includes Filing Fee + License Fee + Franchise Tax

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone: (217) 782-6961

C-1623

State of Illinois  
Office of  
The Secretary of State

Whereas,

ARTICLES OF MERGER OF  
AUSTENAL, 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, George H. Ryan, 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 25TH day of SEPTEMBER A.D. 19 97 and of the Independence of the United States the two hundred and 22ND



*George H Ryan*

Secretary of State

PAID

SEP 26 1997

Form **BCA-11.25**  
(Rev. Jan. 1995)

ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE

File # 5681-187-7

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961


**FILED**

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 9-25-97

Filing Fee \$100.00

Approved: 

5X

**DO NOT SEND CASH!**  
Permit payment in check or money  
order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger or  
consolidation of more than 2 corpo-  
rations, \$50 for each additional cor-  
poration.

SEP 25 1997

GEORGE H. RYAN  
SECRETARY OF STATE

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

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>5</u> Austenal, Inc. ✓	Illinois	5681-187-7
Swissedent Tooth Company ✓	Illinois	5844-386-7

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

3. (a) Name of the ~~new~~ <sup>surviving</sup> corporation: Austenal, Inc.  
~~acquiring~~

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

4. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ is as follows: See Agreement and Plan of Merger attached hereto and incorporated herein by this reference.

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

5. Plan of merger consolidation exchange was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

Not applicable.

(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each 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"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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_____	<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:

- 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.
- 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
- 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.

TRADEMARK

REEL: 003037 FRAME: 0046



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
Swissedent Tooth Company	1,000	1,000 ✓
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 \_\_\_\_\_, 19 \_\_\_\_\_.

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 August 27, 19 97

attested by Alan A. Pink  
(Signature of Secretary or Assistant Secretary)

Alan A. Pink Secretary  
(Type or Print Name and Title)

Dated August 27, 19 97

attested by Alan A. Pink  
(Signature of Secretary or Assistant Secretary)

Alan A. Pink Secretary  
(Type or Print Name and Title)

Dated \_\_\_\_\_, 19 \_\_\_\_\_

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
(Type or Print Name and Title)

Austenal, Inc.  
(Exact Name of Corporation)

by Gerald J. Pacheco  
(Signature of President or Vice President)

GERALD J. PACHECO VICE CHAIRMAN  
(Type or Print Name and Title)

Swissedent Tooth Company  
(Exact Name of Corporation)

by Brian F. Bremen  
(Signature of President or Vice President)

BRIAN F. BREMEN PRES.  
(Type or Print Name and Title)

\_\_\_\_\_  
(Exact Name of Corporation)

by \_\_\_\_\_  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Merger Agreement") is made as of the 27<sup>th</sup> day of August, 1997, by and between Austenal, Inc., an Illinois corporation ("Austenai" or the "Surviving Corporation"), and Swissedent Tooth Company, an Illinois corporation and wholly-owned subsidiary of Austenal ("Swissedent" or the "Merging Company"). Austenal and Swissedent are hereinafter sometimes collectively referred to as the "Constituent Corporations."

The respective Boards of Directors of Austenal and Swissedent have determined that it is advisable that Swissedent be merged into Austenal on the terms and conditions hereinafter set forth, and have approved and adopted this Merger Agreement (which transaction is herein sometimes called the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties herein contained, the parties hereby agree that, in accordance with Section 11.30 and the other provisions of the Business Corporation Act of 1983 of the State of Illinois, as amended (the "Business Corporation Act"), Swissedent shall be, at the Effective Time (as hereinafter defined), merged into Austenal which shall be the Surviving Corporation, and that the terms and conditions of such Merger and the mode of carrying it into effect shall be as follows:

### ARTICLE I

At the Effective Time, Swissedent shall be merged into Austenal, the separate existence of Swissedent shall cease and Austenal shall continue in existence under the name "Austenai, Inc.", and shall succeed to and possess all the rights, privileges, immunities and franchises as of a public or private nature of each of the Constituent Corporations; and all property, real, personal, or mixed, and all debts due on whatever account, and all or every other interest, of or belonging to or due each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and such Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations, all as more fully set forth in Section 11.50 of the Business Corporation Act.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations as of the Effective Time shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

## ARTICLE II

Each issued and outstanding share of Swissedent common stock (consisting of 1,000 shares of common stock, \$.10 par value per share) shall, at the Effective Time and without action on the part of the holder thereof, be canceled.

## ARTICLE III

The Articles of Incorporation and By-laws (Amended and Restated as of February 5, 1997) of Austenal immediately prior to the Effective Time shall continue to be the Articles of Incorporation and By-laws of the Surviving Corporation until amended in accordance with the Business Corporation Act and their respective provisions.

At the Effective Time, the directors and officers of Austenal immediately prior to the Effective Time shall continue as directors and officers of the Surviving Corporation and shall hold their offices as provided in the Articles of Incorporation and By-laws of the Surviving Corporation.

## ARTICLE IV

This Merger Agreement and Articles of Merger shall be executed, acknowledged, filed and recorded in accordance with the Business Corporation Act. The Merger shall become effective at the close of business on the date on which a certificate of merger is issued by the Secretary of State of the State of Illinois, which time of effectiveness is herein sometimes called the "Effective Time." The Constituent Corporations shall do all such acts and things as shall be necessary or desirable in order to effectuate the Merger.

## ARTICLE V

At any time prior to the Effective Time, the Merger may be abandoned and this Merger Agreement terminated at the election of the Board of Directors of Austenal if such Board of Directors determines for any reason that the consummation of the transactions provided for herein would for any reason be inadvisable or not in the best interests of Austenal or its shareholder.

## ARTICLE VI

Austenal and Swissedent, by mutual consent of their respective Boards of Directors, prior to the Effective Time, may amend, modify and supplement this Merger Agreement in such manner as may be agreed upon by them in writing at any time.

IN WITNESS WHEREOF, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, Austenal and Swisedent have caused this Merger Agreement to be executed by their respective officers and corporate seals to be affixed.

AUSTENAL, INC.

By: Gerald J. Saluck  
Title: Vice Chairman

SWISEDENT TOOTH COMPANY

By: [Signature]  
Title: Mrs.

K:\AUSTENAL\swiss-merger.agt

File Number 5681-187-7

State of Illinois  
Office of  
The Secretary of State

Whereas, ARTICLES OF MERGER OF  
AUSTENAL, 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 10TH day of SEPTEMBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



*Jesse White*

Secretary of State

Form **BCA-11.25**  
(Rev. Jan. 1995)

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

File # 5681-187-7

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

**FILED**

**PAID**

Date

9/10/99

SEP 10 1999

SEP 10 1999

Filing Fee

\$

100.<sup>00</sup>

Approved

**JESSE WHITE  
SECRETARY OF STATE**

**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 of more than 2 corporations, \$50 for each additional corporation.

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

Name of Corporation	State or Country Of Incorporation	Corporation File No.
Austenal, Inc.	IL	5681-187-7
Neoloy/Dentex, Inc.	IL	5882-323-6

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

3. (a) Name of the surviving new acquiring corporation: Austenal, Inc.  
(b) It shall be governed by the laws of: Illinois

4. Plan of merger consolidation exchange is as follows:

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

SEE ATTACHED AGREEMENT AND PLAN OF MERGER

**EXPEDITED**

SEP 10 1999

SECRETARY OF STATE

1256 . 0969

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

Table with 4 columns for different voting methods and 5 rows for listing corporations.

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 or 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.

1256 .0970

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
Neoloy/Dentex, Inc.	1000 common	1000 common

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 \_\_\_\_\_, 19\_\_\_\_\_.

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 July 1, 1999

attested by [Signature]  
(Signature of Secretary of Assistant Secretary)  
ABLAN A. FILEK SECRETARY  
(Type or Print Name and Title)

Austenal, Inc.  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)  
Mike Quinn, President  
(Type or Print Name and Title)

Dated July 1, 1999

attested by [Signature]  
(Signature of Secretary of Assistant Secretary)  
ABLAN A. FILEK SECRETARY  
(Type or Print Name and Title)

Neoloy/Dentex, Inc.  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)  
Mike Quinn, President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, 19\_\_\_\_\_

attested by \_\_\_\_\_  
(Signature of Secretary of 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)



**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Merger Agreement") is made as of the 1<sup>st</sup> day of July, 1999, by and between Austenal, Inc., an Illinois corporation ("Austenal" or the "Surviving Corporation"), and Neoloy/Dentex, Inc., an Illinois corporation and wholly-owned subsidiary of Austenal ("Neoloy" or the "Merging Company"). Austenal and Neoloy are hereinafter sometimes collectively referred to as the "Constituent Corporations."

The respective Boards of Directors of Austenal and Neoloy have determined that it is advisable that Neoloy be merged into Austenal on the terms and conditions hereinafter set forth, and have approved and adopted this Merger Agreement (which transaction is herein sometimes called the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties herein contained, the parties hereby agree that, in accordance with Section 11.30 and the other provisions of the Business Corporation Act of 1983 of the State of Illinois, as amended (the "Business Corporation Act"), Neoloy shall be, at the Effective Time (as hereinafter defined), merged into Austenal which shall be the Surviving Corporation, and that the terms and conditions of such Merger and the mode of carrying it into effect shall be as follows:

**ARTICLE I**

At the Effective Time, Neoloy shall be merged into Austenal, the separate existence of Neoloy shall cease and Austenal shall continue in existence under the name "Austenal, Inc.", and shall succeed to and possess all the rights, privileges, immunities and franchises as of a public or private nature of each of the Constituent Corporations; and all property, real, personal, or mixed, and all debts due on whatever account, and all or every other interest, of or belonging to or due each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and such Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations, all as more fully set forth in Section 11.50 of the Business Corporation Act.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations as of the Effective Time shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

**ARTICLE II**

Each issued and outstanding share of Neoloy common stock (consisting of 1,000 shares of common stock, \$0.10 par value per share) shall, at the Effective Time and without action on the part of the holder thereof, be canceled.

### ARTICLE III

The Articles of Incorporation and By-laws (Amended and Restated as of February 5, 1997) of Austenal immediately prior to the Effective Time shall continue to be the Articles of Incorporation and By-laws of the Surviving Corporation until amended in accordance with the Business Corporation Act and their respective provisions.

At the Effective Time, the directors and officers of Austenal immediately prior to the Effective Time shall continue as directors and officers of the Surviving Corporation and shall hold their offices as provided in the Articles of Incorporation and By-laws of the Surviving Corporation.

### ARTICLE IV

This Merger Agreement and Articles of Merger shall be executed, acknowledged, filed and recorded in accordance with the Business Corporation Act. The Merger shall become effective at the close of business on the date on which a certificate of merger is issued by the Secretary of State of the State of Illinois, which time of effectiveness is herein sometimes called the "Effective Time." The Constituent Corporations shall do all such acts and things as shall be necessary or desirable in order to effectuate the Merger. Austenal, as sole shareholder of Neoloy, hereby waives the 30-day notice period pursuant to Section 11.30(d) of the Business Corporation Act.

### ARTICLE V

At any time prior to the Effective Time, the Merger may be abandoned and this Merger Agreement terminated at the election of the Board of Directors of Austenal if such Board of Directors determines for any reason that the consummation of the transactions provided for herein would for any reason be inadvisable or not in the best interests of Austenal or its shareholders.


### ARTICLE VI

Austenal and Neoloy, by mutual consent of their respective Boards of Directors, prior to the Effective Time, may amend, modify and supplement this Merger Agreement in such manner as may be agreed upon by them in writing at any time.

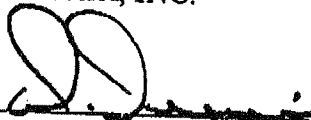
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IN WITNESS WHEREOF, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, Austenal and Neoloy have caused this Merger Agreement to be executed by their respective officers and corporate seals to be affixed.

AUSTENAL, INC.

By:   
Name: Allan A. Fieck  
Title: Vice President

NEOLOY/DENTEX, INC.

By:   
Name: Mike Quinn  
Title: President

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CP0729583

File # 5681-187-7

Form **BCA-5.10**  
**NFP-105.10**  
(Rev. Jan. 1999)

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-3647  
http://www.sos.state.il.us

**STATEMENT OF  
CHANGE  
OF REGISTERED AGENT  
AND/OR REGISTERED  
OFFICE**

**FILED**

JAN 08 2003

JESSE WHITE  
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by  
Secretary of State

Date 1-8-03

Filing Fee \$ 5

Approved:

Remit payment in check or money order,  
payable to "Secretary of State."

Type or print in black ink only.  
See reverse side for signature(s).

**PAID**

JAN 09 2003

**EXPEDITED  
SECRETARY OF STATE**

- CORPORATE NAME: Austenal, Inc.
- STATE OR COUNTRY OF INCORPORATION: Illinois
- Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (*before change*):

Registered Agent	<u>Prentice Hall Corporation</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>33 North LaSalle Street</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Chicago</u>	<u>60602-2607</u>	<u>Cook</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

- Name and address of the registered agent and registered office shall be (*after all changes herein reported*):

Registered Agent	<u>C T Corporation System</u>			<u>X</u>
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>	
Registered Office	<u>c/o C T Corporation System, 208 South LaSalle Street</u>			<u>X</u>
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>	
	<u>Chicago</u>	<u>60604</u>	<u>Cook</u>	<u>X</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>	<u>016</u>


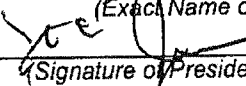
5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
6. The above change was authorized by: ("*X*" one box only)
- a.  By resolution duly adopted by the board of directors. (Note 5)
- b.  By action of the registered agent. (Note 6)

**NOTE:** When the registered agent changes, the signatures of both president and secretary are required.

7. (If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated 1/2, 2003 Austenal, Inc.  
(Month & Day) (Year) (Exact Name of Corporation)

attested by  by   
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Brian M. Addison, Secretary Steven E. Jenson, Vice President  
(Type or Print Name and Title) (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year) (Signature of Registered Agent of Record)

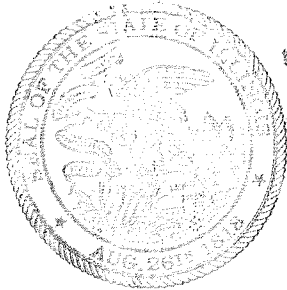
#### NOTES

- The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
- The registered office must include a street or road address; a post office box number alone is not acceptable.
- A corporation cannot act as its own registered agent.
- If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
- Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by the president (*or vice-president*) and by the secretary (*or an assistant secretary*).
- The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of Nineteen pages, as taken from the original on file in this office.



*Jesse White*

JESSE WHITE  
SECRETARY OF STATE

DATED: February 14, 2005

BY: Joseph P. Beely, Jr.

**EXPEDITED**  
SECRETARY OF STATE

FEB 14 2005

EXP. FEES 50.00

COPY FEES 25.00