

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Lambent Technologies Corp.		12/20/2005	CORPORATION: ILLINOIS

**RECEIVING PARTY DATA**

Name:	Petroferm Inc.
Street Address:	2416 Lynndale Road
City:	Fernandina Beach
State/Country:	FLORIDA
Postal Code:	32034
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2264616	CIRASHINE

**CORRESPONDENCE DATA**

Fax Number: (215)923-2189  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 215-923-4466  
 Email: dfowler@synnlech.com  
 Correspondent Name: Bryna S. Silver/Synnestvedt&Lechner LLP  
 Address Line 1: 2600 Aramark Tower, 1101 Market Street  
 Address Line 4: Philadelphia, PENNSYLVANIA 19107-2950

ATTORNEY DOCKET NUMBER:	T23787 USA
NAME OF SUBMITTER:	Deborah F. Fowler
Signature:	/Deborah F. Fowler/

OP \$40.00 2264616

Date:

02/28/2006

**Total Attachments: 14**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

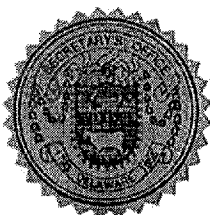
"LAMBENT TECHNOLOGIES CORP.", A ILLINOIS CORPORATION, WITH AND INTO "PETROFERM INC." UNDER THE NAME OF "PETROFERM INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2005, AT 9:44 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2223563 8100M

051064855



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4411057

DATE: 12-29-05

TRADEMARK  
REEL: 003255 FRAME: 0584

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:12 AM 12/28/2005  
FILED 09:44 AM 12/28/2005  
SRV 051064855 - 2223563 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

merging

**LAMBENT TECHNOLOGIES CORP.**  
(an Illinois corporation)

with and into

**PETROFERM INC.**  
(a Delaware corporation)

PETROFERM INC., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Petroferm Inc. (the "Parent") is a corporation organized and existing under the General Corporation Law of the State of Delaware.

SECOND: That the Parent owns all of the outstanding shares of each class of the stock of Lambent Technologies Corp., a corporation organized and existing under the Business Corporation Act of the State of Illinois (the "Subsidiary").

THIRD: That the Parent, by the following resolutions of its board of directors, duly adopted at a meeting of the Board of Directors held on November 15, 2005, filed with the minutes of the board of directors, determined to merge the Subsidiary with and into itself, effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware:

RESOLVED, that Petroferm Inc. (the "Parent") merge with and into itself Lambent Technologies Corp. (the "Subsidiary"), a wholly-owned subsidiary of this Corporation, in accordance with Section 253 of the Delaware General Corporation Law, and, in connection therewith and as a result thereof, assume all of the liabilities and obligations of the Subsidiary, said merger to have all of the effects of a merger under Section 259 of the Delaware General Corporation Law and under the Business Corporation Act of the State of Illinois.

FURTHER RESOLVED, that the merger shall be effective on December 31, 2005.

FURTHER RESOLVED, that the proper officers of the Parent be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions and to cause the same to be filed with the Secretary of State of Delaware and a certified copy thereof recorded in the office

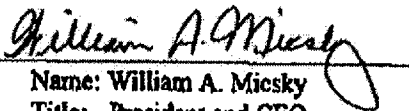
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of the Recorder of Deeds of New Castle County, Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FURTHER RESOLVED, that the proper officers of the Parent be and they hereby are directed to make and execute Articles of Merger setting forth the information required by the Business Corporation Act of the State of Illinois and to cause the same to be filed with the Secretary of State of Illinois, and to do all acts and things whatsoever, whether within or without the State of Illinois, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, Petroferm Inc. has caused this Certificate to be executed on December 29, 2005.

PETROFERM INC.

By:   
Name: William A. Miesky  
Title: President and CEO



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 28, 2005

5066-688-3

CSC NETWORKS  
801 ADLAI STEVENSON DR  
SPRINGFIELD, IL 62703

RE LAMBENT TECHNOLOGIES CORP.

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORPORATIONS ARE LOCATED OR BE SUBJECT TO A FINE AS PROVIDED BY THE BUSINESS CORPORATION ACT.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICERS OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35.

SINCERELY,

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

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
DOCUMENT SECTION  
TELEPHONE (217) 782-7880

78

Return to:  
Corporation Service Company

12 01 05 PM 01 01 47 2

01/05/2006 12:49PM

SANGAMON COUNTY  
ILLINOIS

FORM **BCA 11.25** (rev. Dec. 2003)  
**ARTICLES OF MERGER,  
CONSOLIDATION OR EXCHANGE**  
Business Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
www.cyberdriveillinois.com

Remit payment in the form of a  
check or money order payable  
to the Secretary of State.

The filing fee is \$100, but if merger or  
consolidation involves more than 2  
corporations, \$50 for each additional  
corporation.

REC FEE: 19.00  
REC REST FEE: 4.00  
GIS FEE: 9.00  
GIS REST FEE: 1.00  
RHSF FEE:  
ST STAMP FEE:  
CO STAMP FEE:  
UCC FEE:  
TOTAL: \$33.00  
PAGES: 8  
CHRISTINE

MARY ANN LAHM  
SANGAMON COUNTY RECORDER

**FILED**

**DEC 28 2005**

JESSE WHITE  
SECRETARY OF STATE

File # 501de-1688-3 Filing Fee: \$ 100.00 Approved: lt  
Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in Items 1, 3 and 4.

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

Name of Corporation	State or Country of Incorporation	Corporation File Number
Petroferm Inc.	Delaware	5981-675-6
Lambent Technologies Corp	Illinois	50666883

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~~ <sup>surviving</sup> corporation: Petroferm Inc.  
~~acquiring~~  
(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 ~~consolidation~~ <sup>merger</sup> is as follows:  
~~exchange~~  
See Exhibit A attached hereto.

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5. Plan of <sup>merger</sup> consolidation 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 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	<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:

- 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.

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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
Lambent Technologies Corp.	100,010 Common Stock	100,010 Common Stock
_____	_____	_____
_____	_____	_____
_____	_____	_____

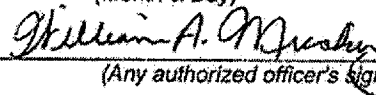
b. (Not applicable to 100% owned subsidiaries)

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

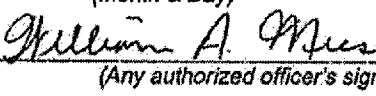
(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

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 December 31, 2005  
 (Month & Day) (Year)  
  
 (Any authorized officer's signature)

William A. Micsky, Pres. and CEO  
 (Type or Print Name and Title)

Lambent Technologies Corp.  
 (Exact Name of Corporation)

Dated December 31, 2005  
 (Month & Day) (Year)  
  
 (Any authorized officer's signature)

William A. Micsky, Pres. and CEO  
 (Type or Print Name and Title)

Petroferm Inc.  
 (Exact Name of Corporation)

Dated \_\_\_\_\_, \_\_\_\_\_  
 (Month & Day) (Year)  
 \_\_\_\_\_  
 (Any authorized officer's signature)

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

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

**AGREEMENT AND PLAN OF MERGER**

**effective as of December 31, 2005**

**by and between**

**LAMBENT TECHNOLOGIES CORP.**  
**(a Illinois corporation)**

**and**

**PETROFERM INC.**  
**(a Delaware corporation)**

PHTRANS4454102

**000566**

**TRADEMARK**  
**REEL: 003255 FRAME: 0591**

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), is effective as of December 31, 2005 by and between LAMBENT TECHNOLOGIES CORP., an Illinois corporation (the "Subsidiary") and PETROFERM INC., a Delaware corporation (the "Parent")

### Background

The Subsidiary is a corporation duly organized and validly existing under the laws of the State of Illinois. The authorized capital stock of the Subsidiary consists of 100,100 shares of Common Stock, par value \$1.00 per share ("Lambent Technologies Common Stock"), 100,010 shares which are issued and outstanding as of the date hereof and owned by the Parent

The parties hereto are entering into this Agreement in order to set forth the terms and conditions of the proposed merger of the Subsidiary with and into the Parent (the "Merger"),

The respective Boards of Directors of the Subsidiary and the Board of Directors of the Parent, by resolutions duly adopted, have approved and adopted this Agreement.

NOW, THEREFORE, in consideration of the foregoing, the parties hereto, intending to be legally bound, hereby agree as follows:

### ARTICLE 1. THE MERGER

1.1 Merger of Subsidiary with and into Parent. In accordance with the provisions of this Agreement, the Illinois Business Corporation Act of 1983 and the Delaware General Corporation Law (collectively, the "Laws"), at the Effective Time (as hereafter defined), the Subsidiary shall be merged with and into the Parent, which shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). After the Effective Time, the Surviving Corporation shall continue its corporate existence as a Delaware corporation. At the Effective Time, the separate existence of the Subsidiary shall cease.

1.2 Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the Laws. Without limiting the generality of the foregoing, and subject thereto at the Effective Time, except as may be otherwise provided herein, the Surviving Corporation shall succeed, without other transfer, to all property, rights, privileges, powers and franchises of the Subsidiary, and all debts, liabilities and duties of the Subsidiary shall become the debts, liabilities and duties of the Surviving Corporation as if the Surviving Corporation had itself incurred them.

1.3 Effective Time. The Merger shall become effective as of December 31, 2005 (the "Effective Time").

## ARTICLE 2. SURVIVING CORPORATION

2.1 Certificate of Incorporation. From and after the Effective Time and until amended in accordance with the Delaware General Corporation Law, the certificate of incorporation of the Parent in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation.

2.2 Bylaws. From and after the Effective Time and until amended in the manner provided in the bylaws of the Parent and the Delaware General Corporation Law, the bylaws of the Parent in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation.

### 2.3 Directors and Officers.

(a) The directors of the Parent at the Effective Time shall be the initial directors of the Surviving Corporation after the Effective Time and shall hold office from the Effective Time until their respective successors are duly elected or appointed and qualify in the manner provided in the certificate of incorporation and bylaws of the Surviving Corporation or as otherwise provided by law.

(b) The officers of the Parent at the Effective Time shall be the initial officers of the Surviving Corporation after the Effective Time and shall hold office from the Effective Time until their respective successors are duly elected or appointed and qualify in the manner provided in the certificate of incorporation and bylaws of the Surviving Corporation or as otherwise provided by law.

## ARTICLE 3. CONVERSION OF SHARES; EXCHANGE OF CERTIFICATES

3.1 Extinguishment of Shares of Capital Stock of Subsidiary. All of the issued shares of the Subsidiary are owned by the Parent. At the Effective Time, by virtue of the Merger:

(a) each issued and outstanding share of Common Stock, \$1.00 par value, of the Subsidiary shall be extinguished.

(b) each issued and outstanding share of the Parent shall remain issued and outstanding and shall be unchanged.

### 3.2 Surrender of Certificates.

(a) At the Effective Time, the holder of all of the outstanding shares of capital stock of the Subsidiary (the "Holder") shall surrender to the Parent certificates that immediately prior to the Effective Time represented all of the then issued and outstanding shares of capital stock of the Subsidiary. The Parent shall mark all certificates delivered pursuant to this Section 3.2(a) to indicate their cancellation.

(b) The Boards of Directors of Parent and the Surviving Corporation are empowered to adopt further rules and regulations, not materially inconsistent with the provisions of this Agreement, regarding the surrender and exchange of certificates that represented the

issued and outstanding shares of capital stock of the Subsidiary immediately prior to the Effective Time.

#### ARTICLE 4. MISCELLANEOUS

4.1 Amendment and Modification. The parties hereto may amend or modify this Agreement in any respect by action taken or authorized by their respective Boards of Directors at any time before or after approval hereof by the shareholder of the Subsidiary but prior to the Effective Time; provided that, after such approval, no amendment shall be made which by law requires further approval by such shareholder without such further approval. This Agreement may not be amended or modified except in writing signed on behalf of each party hereto.

4.2 Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original, but which together shall constitute a single agreement.

4.3 Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Delaware, without regard to internal conflict of law principles.

IN WITNESS WHEREOF, the Subsidiary and Parent have caused this Agreement to be executed by their respective officers hereunto duly authorized, all as of the date first above written.

LAMBENT TECHNOLOGIES CORP., an Illinois corporation

By: William A. Micsky  
Name: William A. Micsky  
Title: President and CEO

PETROFERM INC., a Delaware corporation

By: William A. Micsky  
Name: William A. Micsky  
Title: President and CEO

**LAMBENT TECHNOLOGIES CORP.**  
**(an Illinois Corporation)**

**UNANIMOUS CONSENT OF DIRECTORS AND SOLE SHAREHOLDER**

Pursuant to the laws of the State of Illinois, the undersigned, being all of the directors and the sole shareholder of the above-named Corporation (the "Corporation"), hereby consent and agree that the following resolutions be, and they hereby are, adopted by the Board of Directors:

RESOLVED, that the Agreement and Plan of Merger providing for the merger of the Corporation, with and into Petroferm Inc., a Delaware corporation ("Petroferm") in the form attached hereto, be, and it hereby is, adopted.

FURTHER RESOLVED, that any officer of the Corporation is hereby severally authorized to execute and deliver the Agreement and Plan of Merger on behalf of the Corporation.

FURTHER RESOLVED, that, as provided in the Agreement and Plan of Merger, upon effectiveness of the merger, each issued and outstanding share of Common Stock of the Corporation shall be extinguished and that each issued and outstanding share of Common Stock of Petroferm shall remain issued and outstanding and shall be unchanged.

FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby each severally authorized in the name of and on behalf of each company to perform any and all acts as may be necessary or desirable to execute, file and deliver all instruments and other documents contemplated by the foregoing resolutions and to take any and all further action which such officers may deem necessary or desirable to effectuate any action authorized by these resolutions and otherwise to carry out the purposes and intent of the foregoing resolutions; and the execution by any such officer of any such documents or the performance by any such officer of any such act in connection with the foregoing matters shall conclusively establish his authority therefor from each company and the approval and ratification by each company of the documents so executed and the actions so taken.

FURTHER RESOLVED, the Agreement and Plan of Merger shall be effective for all internal corporate purposes as of December 31, 2005.

All signatures need not appear on the same copy of this instrument.

Dated: as of December 20, 2005

William A. Micsky  
William A. Micsky

Dated: as of December \_\_, 2005

Joseph E. Pfountz  
Joseph E. Pfountz

Dated: as of December \_\_, 2005

Morgan R. Jones  
Morgan R. Jones

Dated as of December 20, 2005

PETROFERM INC.

By: William A. Micsky  
William A. Micsky  
President

The following Unanimous Consent of Directors and the Sole Shareholder was executed pursuant to the laws of Illinois and filed with the Secretary of this Corporation on the \_\_\_\_ day of \_\_\_\_\_, 200\_\_.

Morgan R. Jones  
Morgan R. Jones, Secretary