

01-20-2006

Docket No.:

66941-42157



103161572

Tab settings

To the Honorable Commissioner of Pat.

ched original documents or copy thereof.

1. Name of conveying party(ies):
Unico, Inc.

1/12/06

- Individual(s)
- General Partnership
- Corporation-State Virginia
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 31, 2005

2. Name and address of receiving party(ies)

Name: Unico System, Inc.
 Internal Address: 7401 Alabama, St. Louis, MO 63111
 Street Address: 7401 Alabama
 City: St. Louis State: MO ZIP: 63111

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Missouri
- 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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)



01-17-2006

U.S. Patent & TMO/TM Mail Rpt Dt: #11

B. Trademark Registration No.(s)

2,942,963; 2,910,971; 2,797,912; 2,722,233; 1,602,109

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Thomas A. Polcyn

Internal Address: Thompson Coburn LLP

Street Address: One US Bank Plaza

City: St. Louis State: MO ZIP: 63101

6. Total number of application and registrations involved:.....

5

7. Total fee (37 CFR 3.41):..... \$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0823
01/23/2006 LMUELLER 00000012 200023 2942963

DO NOT USE THIS SPACE

01 FC:8521
02 FC:8522

40.00 DA
100.00 DA

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.

Thomas A. Polcyn
Name of Person Signing

Signature

1-12-2006
Date

Total number of pages including cover sheet, attachments, and documents:

6

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

UNICO, INC. - F00356636

INTO:

Unico System, Inc. - 00627679

Organized and existing under laws of Missouri and Virginia have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aformentioned entities is effected, with

Unico System, Inc. - 00627679


as the surviving entity.

The name subsequently changed to:

Unico, Inc.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 21st day of December, 2005.

Effective Date: December 31, 2005


Secretary of State





State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number: 200535613127
00627679
Date Filed: 12/21/2005
Effective Date: 12/31/2005
Robin Carnahan
Secretary of State

Summary Articles of Merger

(Section 351.630, RSMo)
(Submit with filing fee of \$30)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. The constituent corporations are:

Unico System, Inc. of Missouri
Name of Corporation Parent State
Unico, Inc. of Virginia
Name of Corporation Parent State

2. A plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations as required by Chapter 351, RSMo.;

3. The name of the surviving corporation is Unico System, Inc. of Missouri
Name of Corporation Parent State

4. Check one of the following:

The merger has effected amendments or changes in the articles of the surviving corporation and those are attached to this summary. (Please attach amendments.)
 There are no amendments or changes to the articles of the surviving corporation, and the articles of the surviving corporation shall be the articles of incorporation.

5. The executed plan of merger is on file at the principal place of business of the surviving corporation at
7401 Alabama, St. Louis, MO 63111
street, city, state and zip

6. A copy of a plan of merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

7. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:
12/31/05

Date may not be more than 90 days after the filing date in this office

8. To be completed only if surviving corporation is a foreign corporation.
If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

- a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is party to the merger 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 Missouri against the surviving corporation;
- b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is _____


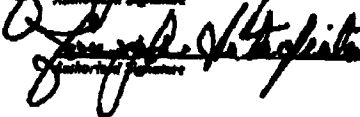
Name and address to return filed document:
Name: _____
Address: _____
City, State, and Zip Code: _____

State of Missouri
Merger - General Business - Domestic 4 Page(s)
10035616736
10035613060

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.046, RSMo)

	Joseph F. Intagliata	CEO	of Unico, Inc.	12-19-05
<small>Authorized Signature</small>	<small>Printed Name</small>	<small>Title</small>		<small>Date</small>
	Joseph F. Intagliata	CEO	of Unico System, Inc	12-19-05
<small>Authorized Signature</small>	<small>Printed Name</small>	<small>Title</small>		<small>Date</small>
<small>Authorized Signature</small>	<small>Printed Name</small>	<small>Title</small>		<small>Date</small>

Corp. 40 (01/05)

Attachment

At the effective time of the merger, the Articles of Incorporation of the surviving corporation in effect immediately prior to the effective time shall be the Articles of Incorporation of surviving corporation after the merger; provided, that, Article I and Article V of the Articles of Incorporation of the surviving corporation shall be amended to read in their entirety as follows:

ARTICLE I

The name of the Corporation is Unico, Inc.

ARTICLE V

The number of directors to constitute the Board of Directors shall be three
(3). Thereafter, the number of directors to constitute the Board of Directors shall be fixed by, or in the manner provided in, the By-laws of the Corporation.

CUSTOMER SERVICES DIVISION
TAXATION BUREAU
P O BOX 3666
JEFFERSON CITY MO 65105-3666

STATE OF MISSOURI
Department of Revenue

Telephone: (573) 751-9268
Fax: (573) 522-1160
E-mail: taxclearance@dor.mo.gov



CERTIFICATE OF TAX CLEARANCE

UNICO INC
7401 ALABAMA
ST LOUIS MO 63111

DATE: DECEMBER 19, 2005

MISSOURI CORPORATION CHARTER NUMBER: P00356636

In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in black ink, appearing to read "Stan Farmer".

Stan Farmer
Administrator

LS:DU0978

ENC.

CBN001
200535300300545