

08-31-2006



2006 AUG 23 PM 3:41

103299852

To the Director of the U. S. Patent and

documents of the new address(es) below.

1. Name of conveying party(ies):

Sharp Packaging Systems, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Wisconsin
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) April 28, 2006

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Sharp Packaging Systems, LLC

Internal

Address: \_\_\_\_\_

Street Address: N62 W22632 Village Drive

City: Sussex

State: Wisconsin

Country: USA Zip: 53089

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other \_\_\_\_\_

Citizenship \_\_\_\_\_  
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

Serial # 76/649652 (Max Plus)

B. Trademark Registration No.(s)

Reg # 1,489,284 (E-Z Bags)

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Arthur J. Vlasak

Internal Address: \_\_\_\_\_

Street Address: N62 W22632 Village Drive

City: Sussex

State: Wisconsin Zip: 53089

Phone Number: 262-246-8815 ext 660

Fax Number: 262-246-8154

Email Address: arty@sharp-packaging.com

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 190.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

- a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_
- b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

00000026 76649652  
40.00 DP  
150.00 DP

9. Signature:

Arthur J. Vlasak  
Signature

August 23, 2006  
Date

Arthur J. Vlasak

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

08/23/2006 NJ/PH/1  
01 FO: 0521  
02 FO: 0522

Continuation of Item 4

100-001	Sharp logo	Reg # 2,735,946
100-003	Xtreme Poly	Reg # 2,578,277
100-005	Sx	Reg # 2,799,948
100-007	E-Z Bags	Reg # 1,489,284
100-008	T-7	Reg # 2,956,700
100-010	Concierge Platinum	Reg # 3,059,863
100-012	Max Plus	Serial No. 76/649652

RECEIVED

APR 28 2006

WISCONSIN  
DFI Sec. 179.77, 180.1105,  
181.1105, and  
183.1204 Wis. Stats.

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name:  
Sharp Packaging Systems, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of  (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

STATE OF WISCONSIN  
FILED  
MAY - 1 2006  
DEPARTMENT OF  
FINANCIAL INSTITUTIONS

2. Surviving Business Entity:

Company Name:  
SPS Acquisition, LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00  
DFI/CORP/2000(R02/10/03) Use of this form is voluntary.

1 of 5

**ARTICLES OF MERGER**

3. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable.

**CONTINGENCY STATEMENT** - The surviving business entity of this merger is a domestic or foreign nonstock corporation. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103 (2) (c).

- The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.
- The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against

(Append or attach the **PLAN OF MERGER**. Optional Plan of Merger template on Pages 4 & 5)

**4. (OPTIONAL) Effective Date and Time of Merger**

These articles of merger, when filed, shall be effective on \_\_\_\_\_ (date) at \_\_\_\_\_ (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

5. Executed on 4/27/2006 (date) by the surviving business entity on behalf of all parties to the merger.

  
 (Signature)

Mark (X) below the title of the person executing the document.

Paul W. Sweeney, Manager of PS Capital Partners, LLC, Manager

(Printed Name)

For a limited partnership

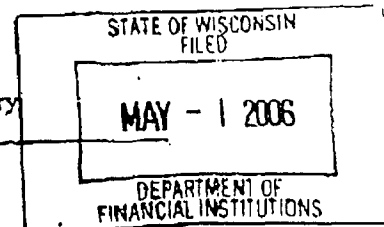
Title:  General Partner

For a corporation

Title:  President OR  Secretary or other officer title \_\_\_\_\_

For a limited liability company

Title:  Member OR  Manager



This document was drafted by: Jennifer Peterson Wolff  
 (Name the individual who drafted the document)

DFI/CORP/2000(R02/10/03)

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ARTICLES OF MERGER

[ Michelle H. Fullerton  
c/o Godfrey & Kahn, S.C.  
N21 W23350 Ridgeview Parkway  
L Waukesha, WI 53188

Your return address and phone number during the day: ( 262 ) 951-7000 \_\_\_\_\_

**INSTRUCTIONS:** (Ref. Ss. 179.77, 180.1105, 181.1105, and 183.1204, Wis. Stats. for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a filing fee of \$150.00, payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3<sup>rd</sup> Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c). **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.
2. Enter the company name, type of business entity, and state of organization of the surviving business entity.
3. This Article states the manner in which the Plan of Merger was approved. If the surviving entity is a domestic or foreign nonstock corporation, complete the CONTINGENCY STATEMENT. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 4 & 5. Its use is optional.
4. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
5. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving business entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving business entity is a corporation, by an officer of the corporation, etc.

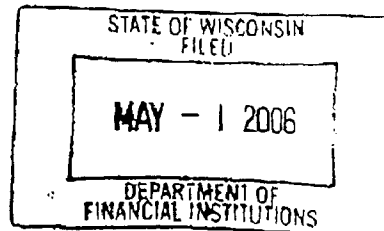
If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

The surviving entity in the merger is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.77(6)(c), 180.1106(1)(b), 181.1106(2) or 183.1205(2), whichever is applicable.

Sec. 179.77,  
180.1101(2),  
181.1101(2), and  
183.1203(2) Wis.  
Stats.

(TEMPLATE)

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



PLAN OF MERGER

I. Non-Surviving Parties to the Merger:

Company Name:  
Sharp Packaging Systems, Inc.

Indicate (X) Entity Type	<input type="checkbox"/>	Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input checked="" type="checkbox"/>	Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/>	Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/>	Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/>	Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>                    </u> (state or country)
	<input type="checkbox"/>	Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/>	Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/>	Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

2. Surviving Business Entity:

Company Name:  
SPS Acquisition, LLC

Indicate (X) Entity Type	<input type="checkbox"/>	Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input type="checkbox"/>	Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/>	Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/>	Limited Liability Company (Ch. 183, Wis. Stats.)	

PLAN OF MERGER ( T E M P L A T E, Cont'd)

3. The manner and basis of converting the interests in each business entity that is a party to the merger into shares, interests, obligations or other securities of the surviving business entity or any other business entity or into cash or other property in whole or in part.

On the Effective Date of the merger, each share of Common Stock of Sharp Packaging Systems, Inc., no par value per share, outstanding immediately prior to the filing of the Articles of Merger shall be converted into the right to receive cash in the aggregate amount of \$7,970,000, less certain adjustments, and upon receipt of cash for the subject shares such shares shall be deemed to be cancelled without further consideration.

4. The terms and conditions of the merger.

Sharp Packaging Systems, Inc. ("Sharp") shall merge with and into SPS Acquisition, LLC (the "Company" or the "Surviving Company") and the Surviving Company shall exist by virtue and under the laws of the State of Wisconsin. The corporate identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of the Company shall continue unaffected and unimpaired by the merger, and the corporate franchises, existence and rights of Sharp shall be merged with and into the Surviving Company, and the Surviving Company shall be fully vested therewith. The separate existence of Sharp, except insofar as it may be continued by reason of the Wisconsin Statutes, shall cease upon this Plan of Merger becoming effective and thereupon Sharp and the Surviving Company shall become a single entity.

5. Other provisions the parties to the merger may elect to include relating to the merger.

[Empty box for additional provisions]

6. The articles of incorporation or other similar governing document of the surviving domestic business entity is amended as follows:

The Articles of Organization of the Surviving Company on the Effective Date and Time of the Merger shall be amended as follows:  
BE IT RESOLVED, that the Articles of Organization of SPS Acquisition, LLC be, and they hereby are, amended by deleting Article 1 thereof and inserting in its place the following:  
ARTICLE 1  
The name of the company is "Sharp Packaging Systems, LLC."