


Atty. Dkt. No. 461494-0102

FORM PTO-1594 (modified) (Rev 03/01)		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
RECORDATION FORM COVER SHEET TRADEMARKS ONLY			
To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.			
1. Name of conveying party(ies): Peerless Industries, Inc. An Illinois Corporation <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Illinois <input type="checkbox"/> Other _____ Additional conveying party(ies) NO		2. Name and address of receiving party(ies): Peerless Industries, Inc. A Delaware Corporation 3215 W. North Avenue Melrose Park, Illinois 60160 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: May 19, 1997			
4. Application number(s) or patent number(s): A. Trademark Application No.(s)		B. Trademark Registration No.(s) 2,529,046 Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Marshall J. Brown Internal Address: FOLEY & LARDNER LLP Street Address: 321 North Clark Street Suite 2800 City: Chicago State: Illinois Zip: 60610-4764		6. Total number of applications and registrations involved: 1 7. Total fee (37 C.F.R. § 3.41): \$40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 06-1450	
DO NOT USE THIS SPACE			
9. Statement and signature: <i>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.</i>			
Marshall J. Brown			11/9/06
Name of person signing		Signature	Date
Total number of pages including cover sheet, attachments, and document: 4			

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PEERLESS INDUSTRIES, INC.", A ILLINOIS CORPORATION,
WITH AND INTO "PEERLESS NEWCO, INC." UNDER THE NAME OF
"PEERLESS INDUSTRIES, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MAY, A.D. 1997, AT
9 O'CLOCK A.M.

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

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05-21-97

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/20/1997
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CERTIFICATE OF MERGER

OF

**PEERLESS INDUSTRIES, INC.,
an Illinois corporation**

INTO

**PEERLESS NEWCO, INC.,
a Delaware corporation**

The undersigned corporations do hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations is:

name	state
Peerless Industries, Inc.	Illinois
Peerless Newco, Inc.	Delaware

SECOND: That a plan and agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations, all in accordance with Section 252 of the General Corporation Law of the State of Delaware and Section 11.37 of the Business Corporation Act of the State of Illinois.

THIRD: That the name of the surviving corporation is Peerless Newco, Inc., a Delaware Corporation, whose name will be changed to Peerless Industries, Inc. upon filing of this merger.

FOURTH: That the certificate of incorporation of Peerless Newco, Inc., which is the surviving corporation, shall be the certificate of incorporation of the surviving corporation, except that the name of the surviving corporation shall become Peerless Industries, Inc. on the effective date upon filing of the merger.

023003.1

FIFTH: The Illinois Corporation is currently duly authorized to issue 30,000 shares of stock, par value of \$1.00 per share, of which 30,000 shares are validly issued and outstanding, fully-paid and non-assessable and held of record by the same shareholder.

SIXTH: That the executed plan and agreement of merger is on file at the principal place of business of the surviving corporation, the address of which is 1980 Hawthorne, Melrose Park, Illinois.

SEVENTH: That a copy of the Plan and Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated: May 19, 1997

PEERLESS NEWCO, INC.

By: 
Walter S. Snodell, President

PEERLESS INDUSTRIES, INC.

By: 
Walter S. Snodell, President