

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/28/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Fitzpatrick Company		10/06/2006	CORPORATION: ILLINOIS

**RECEIVING PARTY DATA**

Name:	Fitzholdings Inc.
Street Address:	1925 West Field Court
Internal Address:	Suite 200
City:	Lake Forest
State/Country:	ILLINOIS
Postal Code:	60045
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	1282180	CHILSONATOR
Registration Number:	0534027	FITZMILL
Registration Number:	0865292	FITZ MILL
Registration Number:	2445263	FITZ SIEVE
Registration Number:	1664710	FITZPATRICK
Registration Number:	0406296	HOMOLOID
Registration Number:	2573572	TRIVER

**CORRESPONDENCE DATA**

Fax Number: 8474821048  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 8475090250

OP \$190.00 1282180

Email: clarson@hillfirm.com  
Correspondent Name: Dennis A. Gross  
Address Line 1: 1925 West Field Court  
Address Line 2: Suite 250  
Address Line 4: Lake Forest, ILLINOIS 60045

ATTORNEY DOCKET NUMBER:	FITZPATRICK MERGE TO FITZ
NAME OF SUBMITTER:	Dennis A. Gross
Signature:	/Dennis A Gross/
Date:	03/18/2013

**Total Attachments: 8**

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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
THE FITZPATRICK COMPANY  
INTO  
FITZHOLDINGS INC.**

Fitzholdings Inc, a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**")

**DOES HEREBY CERTIFY:**

**FIRST:** That the Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 27<sup>th</sup> day of October 2004.

**SECOND:** That the Corporation owns 100% of the outstanding shares of capital stock of The Fitzpatrick Company, a corporation organized pursuant to the provisions of the General Corporation Law to the State of Illinois ("**Fitzpatrick**").

**THIRD:** That the Corporation's Board of Directors (the "**Board**") determined to merge Fitzpatrick into the Corporation, and did adopt the following resolutions of merger by a unanimous written consent dated as of October 6, 2006:

**NOW, THEREFORE, BE IT RESOLVED,** that the Board hereby authorizes and approves of the merger of Fitzpatrick with and into the Corporation, with the Corporation being the surviving corporation (the "**Merger**") effective as October 28, 2006, pursuant to the following plan of merger:

The name of the parent corporation is Fitzholdings Inc. The name of the subsidiary corporation is The Fitzpatrick Company. The Fitzpatrick Company will merge with and into Fitzholdings Inc., with Fitzholdings Inc. being the surviving corporation. Each issued and outstanding share of Fitzholdings Inc.'s capital stock shall, on the effective date of the merger, be and remain one share of capital stock of Fitzholdings Inc. All capital shares of The Fitzpatrick Company shall, on the effective date of the merger, no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist.

**FURTHER RESOLVED,** that as of and after the effective date of the merger, the name of the Corporation shall be The Fitzpatrick Company.

**FURTHER RESOLVED,** that the form, terms and provisions of the Merger are hereby authorized and approved, and in connection therewith, the President of the Corporation and the Vice President of the Corporation, or either of them (each a "**Designated Officer**"), are hereby authorized,

empowered and directed to execute and deliver, on behalf of the Corporation, the Certificate of Ownership and Merger (the "**Certificate**"), in substantially the form attached hereto, together with such changes, additions and omissions thereto as the Designated Officer signing such Certificate shall approve, such approval to be conclusively evidenced by the Designated Officer's execution and delivery of the Certificate, and such changes, additions and omissions are hereby further authorized and approved.

**FURTHER RESOLVED**, that either Designated Officer is hereby authorized and directed to execute and file Articles of Merger with the Illinois Secretary of State's office in connection with the Merger.

**FURTHER RESOLVED**, that either Designated Officer is hereby authorized, empowered and directed, from time to time, on behalf of the Corporation, to execute, deliver and obtain any and all other agreements, certificates, documents or instruments, and to do or cause to be done any and all such other acts, as in the judgment of the officers so acting may be deemed necessary or advisable to fulfill the purpose and intent of the foregoing resolutions.

**FURTHER RESOLVED**, that at any time prior to the effective date of the Merger, the Board may terminate the Merger or amend the Certificate by causing to be filed with the Secretary of State of Delaware an appropriate certificate, as described in Section 251(d) of the Delaware General Corporation Law.

**FOURTH:** That the effective date of the Merger shall be October 28, 2006.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate to be signed by an authorized officer this 6<sup>th</sup> day of October 2006.

FITZHOLDINGS INC.

By: Anthony J. DiVito  
Name: Anthony J. DiVito  
Title: President

**CORPORATION SERVICE COMPANY**

www.incspot.com

CSC- Chicago  
Suite 2320  
33 No. LaSalle Street  
Chicago, IL 60602-2607  
312-372-4450  
312-372-1956 (Fax)

**Matter#** 209866.0000  
**Project Id :**

**Order#** 541512-15  
**Order Date** 10/20/2006

**Entity Name :** FITZHOLDINGS INC.

**Jurisdiction :** IL-DU PAGE COUNTY

**Request for :** Record  
**File# :** R2006-207028  
**File date :** 10/26/2006

**Result :** Recorded

Ordered by DEBORAH K. OPENSHAW, PARALEGAL at SACHNOFF & WEAVER, LTD.

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at [www.incspot.com](http://www.incspot.com).

If you have any questions concerning this order or IncSpot, please feel free to contact us.

Anthony Mackay  
[amackay@cscinfo.com](mailto:amackay@cscinfo.com)

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.



# OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 20, 2006

5406-837-9

CSC NETWORKS  
801 ADLAI STEVENSON DR  
SPRINGFIELD, IL 62703

RE THE FITZPATRICK COMPANY

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION. THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE MERGING CORPORATION IS LOCATED.

SINCERELY,

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

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

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

R 2006-207028  
10-26-00

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.

**FILED**

**OCT 20 2006**

JESSE WHITE  
SECRETARY OF STATE

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

(541512-015/ACZ)

File # 54068379 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
THE FITZPATRICK COMPANY	Illinois	54068379
FITZHOLDINGS INC.	Delaware	

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: FITZHOLDINGS INC.  
~~acquiring~~

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

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 attached

ACKNOWLEDGMENT  
COPY

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.

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
THE FITZPATRICK COMPANY	360,000	360,000
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 \_\_\_\_\_, \_\_\_\_\_.  
 (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 October 6, 2006  
 (Month & Day) (Year)

THE FITZPATRICK COMPANY  
 (Exact Name of Corporation)

Anthony J. DiVito  
 (Any authorized officer's signature)

Anthony J. DiVito, President  
 (Type or Print Name and Title)

Dated October 6, 2006  
 (Month & Day) (Year)

FITZ HOLDINGS INC.  
 (Exact Name of Corporation)

Anthony J. DiVito  
 (Any authorized officer's signature)

Anthony J. DiVito, President  
 (Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
 (Month & Day) (Year)

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

\_\_\_\_\_  
 (Any authorized officer's signature)

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

**PLAN OF MERGER OF  
THE FITZPATRICK COMPANY  
INTO FITZHOLDINGS INC.**

The name of the parent corporation is Fitzholdings Inc. The name of the subsidiary corporation is The Fitzpatrick Company. The Fitzpatrick Company will merge with and into Fitzholdings Inc., with Fitzholdings Inc. being the surviving corporation. Each issued and outstanding share of Fitzholdings Inc.'s capital stock shall, on the effective date of the merger, be and remain one share of capital stock of Fitzholdings Inc. All capital shares of The Fitzpatrick Company shall, on the effective date of the merger, no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist.

Immediately following the merger, Fitzholdings Inc. shall change its name to The Fitzpatrick Company.

The effective date of the merger will be October 28, 2006.