

10-29-1998

Form PTO-1594



SHEET U.S. Department of Commerce

Patent and Trademark Office

MED
10-22-98

100862363

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 W.A. Hardt Enterprises, Inc.
 Individual(s) Association
 General Partnership Limited
 Corporation-State Illinois Partnership
 Other:
 Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: December 23, 1997

2. Name and address of receiving party(ies):
 Name: Northlake Engineering, Inc.
 Internal Address:
 Street Address: 8320 193rd Avenue
 City: Bristol State: WI Zip: 53104-0370
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Wisconsin
 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 names(s) & address(es) attached?
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

75/333,551
75/333,553

Additional numbers

B. Trademark registration No.(s)

attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Derek C. Stettner
Godfrey & Kahn, S.C.
 Internal Address:
 Street Address: 780 North Water Street
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[2]

7. Total fee (37 CFR 3.41):\$ 65.00
 Enclosed
 Authorized to be charged to deposit account for any deficiencies

8. Deposit account number: 07-1509 **65E**

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Derek C. Stettner
 Name of Person Signing

Signature

21 October 1998
 Date

Total Number of pages comprising cover sheet: [1]

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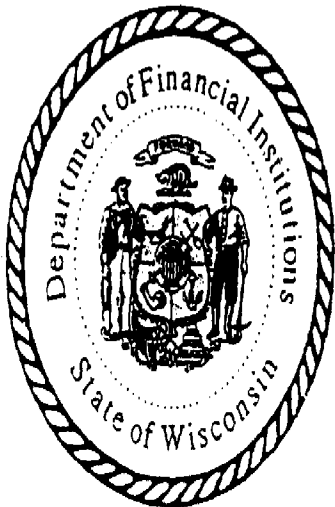
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State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.



Richard L. Dean, Secretary

Department of Financial Institutions

DATE: OCT 16 1998

BY: Patricia Weber

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

02 H026650
(60 m)
01 N025864

ARTICLES OF MERGER
OF
W. A. HARDT ENTERPRISES, INC.
WITH AND INTO
NORTHLAKE ENGINEERING, INC.

97 DEC 26 11:11

The undersigned officer of Northlake Engineering, Inc., a corporation organized under the laws of the State of Wisconsin pursuant to Sections 180.1101, 180.1105 and 180.1107 of the Wisconsin Statutes, hereby certifies as follows:

1. The Plan of Reorganization and Merger by and between W. A. Hardt Enterprises, Inc., an Illinois corporation, and Northlake Engineering, Inc. is attached hereto as Exhibit A and made a part hereof.

2. Said Plan of Reorganization and Merger was adopted and approved by the Boards of Directors of Northlake Engineering, Inc. and W. A. Hardt Enterprises, Inc., and their respective shareholders, on December 23, 1997 in accordance with Section 180.1103 of the Wisconsin Statutes.

5. All provisions of the laws of the State of Wisconsin and the State of Illinois applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF, Northlake Engineering, Inc. has caused these Articles of Merger to be executed on this 23 day of December, 1997.

DEC 29 12:00PM		
A		
179949 DCORP-MI		100.00
DEC 29 12:00PM		
B		
179949 EXPED 25		25.00

NORTHLAKE ENGINEERING, INC.

By: [Signature]
William A. Hardt, President

This instrument was drafted by:
Nicholas P. Wahl
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, WI 53202
MW2-112925-1

Exhibit A

AGREEMENT AND PLAN OF REORGANIZATION AND MERGER

OF

W. A. HARDT ENTERPRISES, INC.

AND

NORTHLAKE ENGINEERING, INC.

THIS AGREEMENT AND PLAN OF REORGANIZATION AND MERGER is made and entered into as of the 23rd day of December, 1997, by and between W. A. Hardt Enterprises, Inc., an Illinois corporation, and Northlake Engineering, Inc., a Wisconsin corporation.

WITNESSETH:

In consideration of the mutual promises hereinafter set forth, the parties hereto agree as follows:

1. The names of the corporations proposing to merge are Northlake Engineering, Inc., a Wisconsin corporation, hereinafter referred to as "Northlake" or the "Surviving Corporation" and W. A. Hardt Enterprises, Inc., an Illinois corporation, hereinafter referred to as "Hardt."

2. Hardt shall merge with and into Northlake and the Surviving Corporation shall exist by virtue and under the laws of the State of Wisconsin. The corporate identity, existence, purpose, powers, franchises, rights and immunities of Northlake shall continue unaffected and unimpaired by the merger, and the privileges, franchises, rights and immunities of Hardt shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Hardt, except insofar as it may be continued by reason of the Illinois Statutes, shall cease upon this Plan of Reorganization and Merger becoming effective and thereupon Hardt and the Surviving Corporation shall become a single corporation.

3. The Articles of Incorporation of Northlake on the Effective Date (as hereinafter defined) of the merger shall be and remain the Articles of Incorporation of the Surviving Corporation.

4. On the Effective Date of the merger, all of the issued and outstanding common stock of Hardt shall be deemed to be cancelled. The shareholders of the common stock of Hardt shall surrender to the Surviving Corporation stock certificates representing shares of Hardt in exchange for one (1) share of common stock of the Surviving Corporation for each one (1) share of Hardt stock surrendered for cancellation. All of the common stock of Northlake held by Hardt shall be surrendered and cancelled.

5. The By-Laws of Northlake as they exist on the Effective Date of the merger shall be and remain the By-Laws of the Surviving Corporation until altered, amended or repealed as provided therein.

6. The Board of Directors of Northlake prior to the merger shall, upon the Effective Date of the merger, be and remain the Board of Directors of the Surviving Corporation, and they shall hold office until the next annual meeting of the Shareholders of the Surviving Corporation and/or until their successors are duly elected and qualified.

7. The officers of Northlake prior to the date of merger shall, upon the Effective Date of the merger, be and remain the officers of the Surviving Corporation, and they shall hold office until their respective successors are duly elected and qualified.

8. The first annual meeting of the Shareholders of the Surviving Corporation held after the Effective Date of the merger shall be the annual meeting provided by the By-Laws of Northlake. The first regular meeting of the Board of Directors of the Surviving Corporation held

after the Effective Date of the merger shall be convened in a manner provided in the By-Laws of Northlake and may be held at the time and place specified in the notice of meeting.

9. This Plan of Reorganization and Merger shall become effective on December 31, 1997, herein sometimes referred to as "Effective Date." On such Effective Date, the separate existence of Hardt shall cease and it shall be merged with and into Northlake in accordance with the provisions of this Plan of Reorganization and Merger.

10. Notwithstanding anything contained herein to the contrary, this Plan of Reorganization and Merger may be terminated and abandoned by the Boards of Directors of Northlake or Hardt at any time prior to the filing of the Articles of Merger, if the Boards of Directors of Northlake or Hardt should decide that it would not be in the best interest of the Surviving Corporation. The purpose for the merger is to permit the Surviving Corporation to continue the operations of Hardt, but as a corporation organized under the laws of the State of Wisconsin.

11. On the Effective Date, the Surviving Corporation shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises, and Surviving Corporation shall be subject to all the restrictions, disabilities and duties, of Hardt, and all property, real, personal and mixed, and all debts due to Hardt on whatever account, including stock subscriptions to shares as well as other choses in actions shall be vested in the Surviving Corporation; and all property, rights, privileges, franchises and each and every other interests shall be thereafter as effectively the property of the Surviving Corporation as they were of Hardt.

12. This merger shall constitute a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and corresponding provisions of the Illinois and Wisconsin Statutes.

IN WITNESS WHEREOF, the authorized officers of each corporation have executed this Agreement and Plan of Reorganization and Merger on the day, month and year first above written.

NORTHLAKE ENGINEERING, INC.

By: *W.A. Hardt*
William A. Hardt, President

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W. A. HARDT ENTERPRISES, INC.

By: *W.A. Hardt*
William A. Hardt, President

NW2-112925-1