

01-04-1999

FORM PTO-1584
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

READY-ATOR, INC.

*MRO
12-28-98*

- Individual(s)
- General Partnership
- Corporation-State
- 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: January 2, 1998

2. Name and address of receiving party(ies):

Name: Wholesale Radiator Warehouse, Inc.

Internal Address: _____

Street Address: 80 Veronica Avenue

City: Somerset State: NJ ZIP: 08873

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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 registration number(s):

A. Trademark Application No.(s)

75/358,674
75/511,757

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: PHILLIPS, LYTTLE, HITCHCOCK, BLAINE & HUBER LLP

Internal Address: INTELLECTUAL PROPERTY GROUP
ATTN: ROWLAND RICHARDS, ESQ.

Street Address: 3400 MARINE MIDLAND CENTER

City: BUFFALO State: NY ZIP: 14203

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41):..... \$ 65.00
40.00 + 25.00 = 65.00

- Enclosed *65E*
- Authorized to be charged to deposit account

8. Deposit account number: _____

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

12/31/1998 DNGUYEN 00000204 75358674

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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.

ROWLAND RICHARDS, ESQ.
Name of Person Signing

Rowland Richards
Signature

12/22/98
Date

TRADEMARK

Total number of pages comprising cover sheet

REEL: 1834 FRAME: 0724

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 AGREEMENT OF MERGER, WHICH MERGES:

"READY-ATOR, INC.", A GEORGIA CORPORATION,

"WHOLESALE RADIATOR WAREHOUSE OF MISSOURI, INC.", A MISSOURI CORPORATION,

"WHOLESALE RADIATOR WAREHOUSE OF OHIO, INC.", A OHIO CORPORATION,

"WHOLESALE RADIATOR WAREHOUSE OF ILLINOIS, INC.", A ILLINOIS CORPORATION,

"WHOLESALE RADIATOR WAREHOUSE OF LOUISIANA, INC.", A LOUISIANA CORPORATION,

"WHOLESALE RADIATOR WAREHOUSE OF PENNSYLVANIA, INC.", A PENNSYLVANIA CORPORATION,

"WHOLESALE RADIATOR WAREHOUSE OF TENNESSEE, INC.", A TENNESSEE CORPORATION,

WITH AND INTO "WHOLESALE RADIATOR WAREHOUSE, INC." UNDER THE NAME OF "WHOLESALE RADIATOR WAREHOUSE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JANUARY,



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9469310

12-17-98

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State of Delaware
Office of the Secretary of State

PAGE 2

A. D. 1998, AT 9:04 O' CLOCK A. M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUT HENTICATION:

DATE: 9469310

12-17-98

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REEL: 1834 FRAME: 0726

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**STATE OF DELAWARE
AGREEMENT OF MERGER**

**PLAN AND AGREEMENT OF MERGER
BETWEEN**

**WHOLESALE RADIATOR WAREHOUSE, INC.,
A Delaware Domestic Corporation**

and

**WHOLESALE RADIATOR WAREHOUSE OF MISSOURI, INC.,
A Missouri Corporation**

**WHOLESALE RADIATOR WAREHOUSE OF OHIO, INC.,
An Ohio Corporation**

**WHOLESALE RADIATOR WAREHOUSE OF ILLINOIS, INC.,
An Illinois Corporation**

**WHOLESALE RADIATOR WAREHOUSE OF LOUISIANA, INC.,
A Louisiana Corporation**

**WHOLESALE RADIATOR WAREHOUSE OF PENNSYLVANIA, INC.,
A Pennsylvania Corporation**

**WHOLESALE RADIATOR WAREHOUSE OF TENNESSEE, INC.,
A Tennessee Corporation**

**READY-ATOR, INC.,
A Georgia Corporation**

This Plan and Agreement of Merger made and entered into on this 18th day of November, 1997, by and between **WHOLESALE RADIATOR WAREHOUSE, INC.**, a Delaware Corporation, and the foreign corporations set forth in Exhibit "A" attached hereto.

WITNESSETH:

WHEREAS, the Delaware Corporation is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office

of the Secretary of State of the State of Delaware on February 11, 1987; and

WHEREAS, the Corporations set forth in Exhibit "A" (hereinafter referred to as "Foreign Corporations") are Corporations organized and existing under the laws of the States as shown on Exhibit "A"; and

WHEREAS, the aggregate number of shares which the Foreign Corporations have authority to issue and the number of shares outstanding are set forth next to their corporate name in Exhibit "A";

WHEREAS, the Boards of Directors of each of the constituent corporations deems it advisable that the Foreign Corporations be merged into the Delaware Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and the state of incorporation of the Foreign Corporations, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, the Delaware Corporation and the Foreign Corporations, by their respective Board of Directors, have agreed and do hereby agree, each with the other, as follows:

ARTICLE I

The Foreign Corporations and the Delaware Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of incorporation of the Foreign Corporations and of the State of Delaware, by the Foreign Corporations merging into the Delaware Corporation, which shall be the surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of incorporation of the Foreign Corporations and of the State of Delaware (the time when the merger shall so become effective being sometime herein referred to as the "EFFECTIVE DATE OF THE MERGER") and being January 2, 1998:

The Constituent Corporation shall be a single corporation, which shall be the Delaware Corporation as the Surviving Corporation, and the separate existence of the Foreign Corporations as shown in Exhibit "A" shall cease except to the extent provided by the laws of the State of incorporation of any of the Foreign Corporations in the case of a corporation after its merger into another corporation.

ARTICLE III

The Certificate of Incorporation of the Delaware Corporation shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

The Constituent Corporations are owned by the same shareholders as the surviving corporation with identical percentage ownership. The shares of the nonsurviving corporations will be cancelled and retired without payment of any consideration therefor and without any action on the part of the holder thereof, and shall cease to exist at the Effective Time. The manner of converting the outstanding shares of the Constituent Corporations is not applicable since the surviving Delaware Corporation is not increasing its authorized capital.

IN WITNESS WHEREOF, the Delaware Corporation and the Foreign Corporations,
pursuant to the approval and authority duly given by resolutions adopted by their respective
Boards of Directors have caused this Plan and Agreement of Merger to be executed by an
authorized officer of each party thereto.

**WHOLESALE RADIATOR WAREHOUSE, INC.,
A Delaware Corporation**

By: 
Douglas Goforth

TITLE OF OFFICER: President

**WHOLESALE RADIATOR WAREHOUSE OF
MISSOURI, INC., A Missouri Corporation**

By: 
Douglas Goforth

TITLE OF OFFICER: President

**WHOLESALE RADIATOR WAREHOUSE OF
OHIO, INC., An Ohio Corporation**

By: 
Douglas Goforth

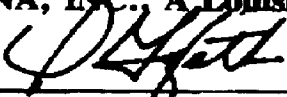
TITLE OF OFFICER: President

**WHOLESALE RADIATOR WAREHOUSE OF
ILLINOIS, INC., An Illinois Corporation**

By: 
Douglas Goforth

TITLE OF OFFICER: President

**WHOLESALE RADIATOR WAREHOUSE OF
LOUISIANA, INC., A Louisiana Corporation**

By: 
Douglas Goforth

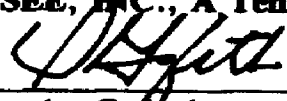
TITLE OF OFFICER: President

**WHOLESALE RADIATOR WAREHOUSE OF
PENNSYLVANIA, INC., A Pennsylvania
Corporation**

By: 
Douglas Goforth

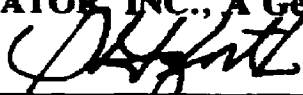
TITLE OF OFFICER: President

**WHOLESALE RADIATOR WAREHOUSE OF
TENNESSEE, INC., A Tennessee Corporation**

By: 
Douglas Goforth

TITLE OF OFFICER: President

READY-ATOR, INC., A Georgia Corporation

By: 
Douglas Goforth

TITLE OF OFFICER: President

EXHIBIT "A"

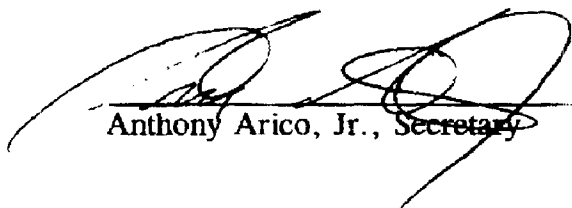
<u>STATE OF INCORPORATION</u>	<u>CORPORATION</u>	<u>AUTHORIZED SHARES</u>	<u>OUTSTANDING SHARES</u>
MISSOURI	WHOLESALE RADIATOR WAREHOUSE OF MISSOURI, INC.	2,500 NPV	100 NPV
OHIO	WHOLESALE RADIATOR WAREHOUSE OF OHIO, INC.	100 NPV	100 NPV
ILLINOIS	WHOLESALE RADIATOR WAREHOUSE OF ILLINOIS, INC.	2,500 NPV	300 NPV
LOUISIANA	WHOLESALE RADIATOR WAREHOUSE OF LOUISIANA, INC.	1,000 NPV	900 NPV
PENNSYLVANIA	WHOLESALE RADIATOR WAREHOUSE OF PENNSYLVANIA, INC.	2,500 NPV	100 NPV
TENNESSEE	WHOLESALE RADIATOR WAREHOUSE OF TENNESSEE, INC.	100 NPV	100 NPV
GEORGIA	READY-ATOR, INC.	3,000 NPV	3,000 NPV

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CERTIFICATE OF OFFICER

I, ANTHONY ARICO, JR., Secretary of WHOLESale RADIATOR WAREHOUSE, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of WHOLESale RADIATOR WAREHOUSE, INC., a corporation of the State of Delaware, was duly submitted to the stockholders of said WHOLESale RADIATOR WAREHOUSE, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 100 shares of stock of said corporation were on said date issued and outstanding and that the holder of 100 shares voted by ballot in favor of said Agreement of Merger and the holders of -0- shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said WHOLESale RADIATOR WAREHOUSE, INC., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said WHOLESale RADIATOR WAREHOUSE, INC., on this 29th day of December, 1997.



Anthony Arico, Jr., Secretary