



06-10-1999



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101059431

Please record the attached original documents or copy thereof.

To the Honorable

05-27-1999

U.S. Patent & TMO/TM Mail Rcpt Dt: #54

1. Name of conveying party:  
Advanced Equipment Systems, Inc.

5.27.99

2. Name and address of receiving party(ies):  
Name: Alpine Engineered Products, Inc.  
Internal Address: \_\_\_\_\_

Street Address: 1200 Park Central Boulevard South

City: Pompano Beach State: Florida ZIP: 33064

- Individual(s)
- General Partnership
- Corporation-State - Florida
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State: Florida
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of Conveyance:

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

Execution Date: December 20, 1995

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
1,402,889

Additional numbers attached?  Yes  No

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

Name: John F. Booth

Internal Address: Thanksgiving Tower

Street Address: 1601 Elm Street, Suite 1950

City: Dallas State: Texas ZIP: 75201-4744

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit Account number: 03-3840

(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.

John F. Booth  
Name of Person Signing

Signature

May 24, 1999  
Date

Total number of pages including cover sheet attachments, and document: 14

OMB No. 0651-0011 (exp. 4/94)

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

ARTICLES OF MERGER  
OF  
ADVANCED EQUIPMENT SYSTEMS, INC.  
AND  
ALPINE ENGINEERED PRODUCTS, INC.

Pursuant to the provisions of Chapter 607 Florida Statutes, the corporations hereinafter named do hereby adopt the following Articles of Merger.

1. The names of the merging corporations are Advanced Equipment Systems, Inc., a corporation organized under the laws of the State of Florida ("Advanced"), and the existence of which will cease upon the effective date of merger herein provided for, and Alpine Engineered Products, Inc. ("Alpine"), which is a business corporation organized under the laws of the State of Florida, and which shall be the surviving corporation upon the effective date of the merger herein provided for.

2. Attached hereto as Exhibit "A" and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of Advanced into Alpine. The Plan of Merger was adopted by the Board of Directors of Advanced on December 14, 1995, and by the Board of Directors of Alpine on December 14, 1995.

3. The Plan of Merger for merging Advanced with and into Alpine was approved and adopted by the unanimous vote of the shareholders of Advanced entitled to vote on December 14, 1995. The Plan of Merger was adopted by Alpine without a vote of its shareholders as permitted under Chapter 607.1103(7), Florida Statutes, which section is applicable to the transaction.

4. There shall be no amendment or change of the Articles of Incorporation of Alpine.

5. Alpine shall continue its existence as the surviving corporation under the same name and Advanced shall cease to exist as a separate corporation upon the effective date of the merger as provided for herein.

6. The merger herein provided for shall become effective on December 31, 1995, at midnight.

7. There shall be no exchange of shares. All outstanding shares of Advanced shall be canceled upon the effective date of the Plan of Merger and all outstanding shares of Alpine shall remain outstanding as a share of stock in Alpine.

Executed on December 20, 1995

ALPINE ENGINEERED PRODUCTS, INC.

By: Charles W. Harnden  
Charles W. Harnden, President

By: William R. McAlpine  
William R. McAlpine, Secretary

Executed on December 21, 1995.

ADVANCED EQUIPMENT SYSTEMS, INC.

By: [Signature]  
Ron R. Donnini, President

By: [Signature]  
Jarold W. Regier, Secretary

STATE OF FLORIDA )  
COUNTY OF BROWARD )

On this 20th day of December, before me, a Notary Public in and for the State and County aforesaid, personally appeared Charles W. Harnden, who acknowledged to me that he is the President of Alpine Engineered Products, Inc. and that he executed as said officer the foregoing Articles of Merger of said corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.



CATHLEEN A. PICANSO  
COMMISSION # CC 377047  
EXPIRES JUN 1, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Cathleen A. Picanso  
Notary Public

My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA )  
COUNTY OF BROWARD )

On this 21st day of December, before me, a Notary Public in and for the State and County aforesaid, personally appeared Ron R. Donnini, who acknowledged to me that he is the President of Advanced Equipment Systems, Inc. and that he executed as said officer the foregoing Articles of Merger of said corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

Cathleen A. Picanso  
Notary Public  
My Commission Expires: \_\_\_\_\_



CATHLEEN A. PICANSO  
COMMISSION # CC 377047  
EXPIRES JUN 1, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

## PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into as of December 12, 1995, by and between Advanced Equipment Systems, Inc. a, a Florida corporation ("Advanced"), and Alpine Engineered Products, Inc. ("Alpine"), a Florida corporation.

### RECITALS

The boards of directors and shareholders of Advanced and Alpine have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that Advanced be merged (the "Merger") with and into Alpine on the terms and subject to the conditions set forth herein, such that Alpine will be the surviving corporation.

### ARTICLE I THE MERGER

At the Effective Time (as defined in Article V hereof), Advanced shall be merged with and into Alpine in accordance with the Florida Business Corporation Act (the "FBCA"), and the separate existence of Advanced shall cease and Alpine shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

### ARTICLE II THE SURVIVING CORPORATION

A. At the Effective Time, the Articles of Incorporation of Alpine, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, until thereafter altered, amended, or repealed in accordance with the FBCA.

B. At the Effective Time, the Bylaws of Alpine, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended, or repealed in accordance with the FBCA and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of Alpine shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

### ARTICLE III STOCK OF THE CORPORATIONS

At the Effective Time, each share of Advanced Common Stock shall be canceled and extinguished without any conversion thereof. As the Common Stock of Advanced is held 78% by Alpine and 11% each by Charles W. Harnden and William R. McAlpine, who each own 50% of the Common Stock of Alpine, conversion of Advanced Common Stock into Alpine Common Stock and issuance of additional shares of Alpine Common Stock are not necessary.

### ARTICLE IV EFFECT OF MERGER.

At the Effective Time, all property, rights, privileges, powers, and franchises of Alpine and Advanced shall vest in the Surviving Corporation, and all liabilities and obligations of Alpine and Advanced shall become liabilities and obligations of the Surviving Corporation.

EXHIBIT "A"  
PAGE 1

ARTICLE V  
EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean the later of (a) December 31, 1995, at midnight, or (b) the date and time of the filing of the Articles of Merger with the Department of State of the State of Florida with respect to the Merger.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

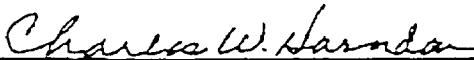
ADVANCED EQUIPMENT SYSTEMS, INC.

By: 

Name: Ron R. Donnini

Title: President

ALPINE ENGINEERED PRODUCTS, INC.

By: 

Name: Charles W. Harnden

Title: President

ACTION OF THE STOCKHOLDERS  
OF ADVANCED EQUIPMENT SYSTEMS, INC.  
WITHOUT A MEETING

Pursuant to Chapter 607, Florida Statutes, the undersigned, being all of the Stockholders of Advanced Equipment Systems, Inc., a Florida corporation (the "Corporation"), the following actions are hereby adopted by the Stockholders and consented to by the undersigned:

RESOLVED, that the Stockholders hereby agree that it is in their best interests to merge the Corporation into its parent corporation, Alpine Engineered Products, Inc. ("Alpine"); and

RESOLVED, that the Stockholders hereby consent to the recommendation of the Board of Directors of the Corporation and adopt that certain Plan of Merger between the Corporation and Alpine, a copy of which is attached hereto, whereby the Corporation will merge into Alpine and Alpine will be the surviving corporate entity.

AGREED to this 26<sup>th</sup> day of December, 1995.

CHARLES W. HARNDEN

Charles W. Harnden

ALPINE ENGINEERED PRODUCTS, INC.

By: Charles W. Harnden

WILLIAM R. MC ALPINE

William R. McAlpine

Its: President

## PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into as of December 12, 1995, by and between Advanced Equipment Systems, Inc. a, a Florida corporation ("Advanced"), and Alpine Engineered Products, Inc. ("Alpine"), a Florida corporation.

### RECITALS

The boards of directors and shareholders of Advanced and Alpine have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that Advanced be merged (the "Merger") with and into Alpine on the terms and subject to the conditions set forth herein, such that Alpine will be the surviving corporation.

### ARTICLE I THE MERGER

At the Effective Time (as defined in Article V hereof), Advanced shall be merged with and into Alpine in accordance with the Florida Business Corporation Act (the "FBCA"), and the separate existence of Advanced shall cease and Alpine shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

### ARTICLE II THE SURVIVING CORPORATION

A. At the Effective Time, the Articles of Incorporation of Alpine, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, until thereafter altered, amended, or repealed in accordance with the FBCA.

B. At the Effective Time, the Bylaws of Alpine, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended, or repealed in accordance with the FBCA and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of Alpine shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

### ARTICLE III STOCK OF THE CORPORATIONS

At the Effective Time, each share of Advanced Common Stock shall be canceled and extinguished without any conversion thereof. As the Common Stock of Advanced is held 78% by Alpine and 11% each by Charles W. Harnden and William P. McAlpine, who each own 50% of the Common Stock of Alpine, conversion of Advanced Common Stock into Alpine Common Stock and issuance of additional shares of Alpine Common Stock are not necessary.

### ARTICLE IV EFFECT OF MERGER

At the Effective Time, all property, rights, privileges, powers, and franchises of Alpine and Advanced shall vest in the Surviving Corporation, and all liabilities and obligations of Alpine and Advanced shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V  
EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean the later of (a) December 31, 1995, at midnight, or (b) the date and time of the filing of the Articles of Merger with the Department of State of the State of Florida with respect to the Merger.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

ADVANCED EQUIPMENT SYSTEMS, INC.

By: 

Name: Ron R. Donnini

Title: President

ALPINE ENGINEERED PRODUCTS, INC.

By: 

Name: Charles W. Harnden

Title: President



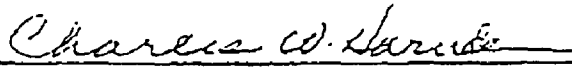
ACTION OF THE BOARD OF DIRECTORS  
OF ADVANCED EQUIPMENT SYSTEMS, INC.

The undersigned, being all of the directors of Advanced Equipment Systems, Inc., a Florida corporation (the "Business"), pursuant to Chapter 607, Florida statutes, hereby consent to the adoption of the following resolution in lieu of a meeting of the Board of Directors of the Corporation:

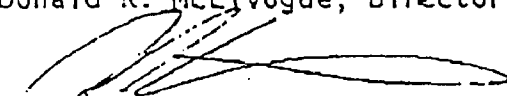
RESOLVED, that the Corporation adopt that certain Plan of Merger between the Corporation and Alpine Engineered Products, Inc. ("Alpine"), a copy of which is attached hereto, whereby the Corporation will merge into Alpine and Alpine will be the surviving corporate entity; and

RESOLVED, that Ron R. Donnini and Jarold W. Regier, the President and Secretary of the Corporation, respectively, be and are hereby authorized and directed to execute all instruments and to do all other acts necessary and proper to carry into effect the Plan of Merger.

AGREED to this 20th day of December, 1995.

  
\_\_\_\_\_  
Charles W. Harnden, Director

  
\_\_\_\_\_  
Donald R. McElvogue, Director

  
\_\_\_\_\_  
Ron R. Donnini, Director

PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into as of December 12, 1995, by and between Advanced Equipment Systems, Inc. a, a Florida corporation ("Advanced"), and Alpine Engineered Products, Inc. ("Alpine"), a Florida corporation.

RECITALS

The boards of directors and shareholders of Advanced and Alpine have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that Advanced be merged (the "Merger") with and into Alpine on the terms and subject to the conditions set forth herein, such that Alpine will be the surviving corporation.

ARTICLE I  
THE MERGER

At the Effective Time (as defined in Article V hereof), Advanced shall be merged with and into Alpine in accordance with the Florida Business Corporation Act (the "FBCA"), and the separate existence of Advanced shall cease and Alpine shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II  
THE SURVIVING CORPORATION

A. At the Effective Time, the Articles of Incorporation of Alpine, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, until thereafter altered, amended, or repealed in accordance with the FBCA.

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ARTICLE III  
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ARTICLE IV  
EFFECT OF MERGER

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IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

ADVANCED EQUIPMENT SYSTEMS, INC.

By: 

Name: Ron R. Donnini

Title: President

ALPINE ENGINEERED PRODUCTS, INC.

By: 

Name: Charles W. Harnden

Title: President

ACTION OF THE BOARD OF DIRECTORS  
OF ALPINE ENGINEERED PRODUCTS, INC.

The undersigned, being all of the directors of Alpine Engineered Products, Inc., a Florida corporation (the "Corporation"), pursuant to Chapter 607, Florida statutes, hereby consent to the adoption of the following resolution in lieu of a meeting of the Board of Directors of the Corporation:

RESOLVED, that the Corporation adopt that certain Plan of Merger between the Corporation and Advanced Equipment Systems, Inc. ("Advanced"), a copy of which is attached hereto, whereby Advanced will merge into the Corporation and the Corporation will be the surviving corporate entity; and

RESOLVED, that Charles W. Harnden and William R. McAlpine, the President and Secretary of the Corporation, respectively, be and are hereby authorized and directed to execute all instruments and to do all other acts necessary and proper to carry into effect the Plan of Merger.

AGREED to this 20th day of December, 1995.

Charles W. Harnden  
Charles W. Harnden, Director

William R. McAlpine  
William R. McAlpine, Director

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IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

ADVANCED EQUIPMENT SYSTEMS, INC.

By: 

Name: Ron R. Donnini

Title: President

ALPINE ENGINEERED PRODUCTS, INC.

By: 

Name: Charles W. Harnden

Title: President