

12-01-1999

Docket No.:



Tab settings → → → MND
11/22/99

To the Honorable Commissioner of Patent

101209245

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Cryogenic Services, Inc.

11-22-1

U.S. Patent & TMOff

- Individual(s)
- General Partnership
- Corporation-State **Georgia**
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: January 8, 1991

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

Name: **Minnesota Valley Engineering, Inc.**

Internal Address:

Street Address: **3505 County Road 42 West**

City: **Burnsville** State: **MN** ZIP: **55306-3803**

- 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 numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

CARBO-MATIC 1,493,853
CARE-EASE 1,477,536

Additional numbers attached? Yes No

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

Name: **William T. Rifkin, Esq.**

Internal Address: **Piper Marbury Rudnick & Wolfe**

Street Address: **P.O. Box 64807**

City: **Chicago** State: **IL** ZIP: **60664-0807**

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

8. Deposit account number:

18-2284

11/30/1999 DNGUYEN 00000295 1493853

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 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.

William T. Rifkin

Name of Person Signing

Signature

11/16/99

Date

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

8

CERTIFICATE OF OWNERSHIP

AND MERGER

**OF CRYOGENIC SERVICES, INC.,
a Georgia corporation**

Into

**MINNESOTA VALLEY ENGINEERING, INC.
a Delaware corporation**

(Pursuant To Section 253 Of The
General Corporation Law of Delaware)

Minnesota Valley Engineering, Inc., a corporation incorporated on December 6, 1984, pursuant to the provisions of the General Corporation Law of the State of Delaware does hereby certify that this corporation owns all the capital stock of Cryogenic Services, Inc., a corporation incorporated under the laws of the State of Georgia, and that this corporation, by a resolution of its board of directors duly adopted by the written consent of sole director dated January 4, 1991, determined to and did merge into itself Cryogenic Services, Inc. which resolution is in the following words to wit:

WHEREAS, the Corporation lawfully owns all of the outstanding stock of Cryogenic Services, Inc. ("CSI"), a corporation organized and existing under the laws of Georgia; and

WHEREAS, the Corporation desires to merge into itself CSI and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge into itself, and it does hereby merge into itself CSI and assumes all of its liabilities and obligations; and further

RESOLVED, that the Plan of Merger, in the form attached hereto as Exhibit A, providing for the merger of the CSI with and into the Corporation is hereby adopted; and further

RESOLVED, that the president or any vice president, and the secretary, treasurer or any assistant secretary of the Corporation be and are hereby directed to make and execute, under the corporate seal of the Corporation, a certificate of ownership setting forth a copy of the resolution, to merge CSI and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a

certified copy thereof in the office of the Recorder of Deeds of New Castle County; and further

RESOLVED, that pursuant to Section 14-2-1105 of the Georgia Business Corporation Code, the president, any vice president, the secretary or treasurer of the Corporation are authorized and directed to file a Certificate of Merger and such other documents necessary to effectuate such merger as required by the laws of the State of Georgia, and shall pay such fees with respect thereto to be paid and shall cause all notices with respect to the merger to be properly given or published; and further

RESOLVED, that the officers of the Corporation be, and each of them singly is, hereby authorized and empowered in the name of the Corporation to do or cause to be done all such acts and things and to sign and deliver, or cause to be signed and delivered, all such other agreements, amendments, documents, instruments and certificates, in the name and on behalf of the Corporation or otherwise, advisable or appropriate to effectuate and carry out the purposes and intents of the foregoing resolutions.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its president and attested by its assistant secretary on this 4th day of ~~September 1990~~ January, 1991.

BY: 

President

ATTEST:


Assistant Secretary

TRADEMARK

REEL: 001993 FRAME: 0157

PLAN OF MERGER

1. Merger.

1.1 Names of Constituent Corporations; Merger. The names of the corporations proposing to merge hereunder are, Minnesota Valley Engineering, Inc., a Delaware corporation ("MVE") and Cryogenic Services, Inc., a Georgia corporation ("CSI"). MVE owns 100% of the outstanding capital stock of CSI. At the Effective Time (as defined in Section 1.3 hereof), CSI shall be merged with and into MVE and the separate existence of CSI shall cease (the "Merger"). The Constituent Corporations shall become a single corporation which shall be Minnesota Valley Engineering, Inc. and which shall continue in existence as the Surviving Corporation under the name "Minnesota Valley Engineering, Inc." Except as otherwise specifically set forth herein, the identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger.

1.2 Law of Surviving Corporation; Registered Office. The Surviving Corporation will be governed under the laws of the State of Delaware. Its registered office in Georgia will be located at Hunton & Williams, 2500 One Atlanta Plaza, 950 East Paces Ferry Road, Atlanta, Georgia 30326, Attn: Jeffrey P. Brown, Esq.

1.3 Effective Time. This Plan of Merger shall become effective at 5:00 p.m. on January 8, 1991.

2. Terms and Conditions of the Merger.

2.1 Articles of Incorporation and Bylaws of Surviving Corporation. At the Effective Time, the Articles of Incorporation and Bylaws of MVE, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered or amended as provided therein or in accordance with the laws of the State of Delaware.

2.2 Transfer of Assets and Liabilities. At the Effective Time, all assets and property then owned by each of CSI and MVE, or which would inure to either of them, shall immediately by operation of law and without any conveyance, transfer or further action, become the property of the Surviving Corporation. The rights, obligations, duties and liabilities of each of CSI and MVE shall attach to the Surviving Corporation.

2.3 Directors and Officers of Surviving Corporation.

The officers and Board of Directors of the Surviving Corporation from and after the Effective Time shall consist of all persons who are officers and directors of MVE immediately before the Effective Time. All such officers and directors shall continue to hold office until their successors have been elected and qualified in accordance with applicable law and the Bylaws of the Surviving Corporation.

3. Manner and Basis of Conversion and Exchange of Shares.

3.1 Stock of CSI. At the Effective Time, by virtue of the Merger, each share of common stock of CSI shall be cancelled.

3.2 Stock of MVE. Each share of capital stock of MVE issued and outstanding immediately before the Effective Time shall remain outstanding.

3.3 Status of Shares of Surviving Corporation. All outstanding shares of capital stock of the Surviving Corporation following the Merger shall be fully paid and non-assessable.

4. Miscellaneous.

The duly authorized officers of MVE and CSI shall cause the Certificate of Merger and such other documents as may be required under the laws of the State of Georgia to be executed and the Constituent Corporations shall cause such Certificate of Merger and other documents to be filed as required by the laws of the State of Georgia, and shall cause all fees with respect thereto to be paid and all notices with respect thereto to be properly given or published. This Plan of Merger may be abandoned by the Board of Directors of MVE or CSI at any time prior to the filing of the Certificate of Merger.

MINNESOTA VALLEY ENGINEERING, INC.

WRITTEN CONSENT OF THE SOLE DIRECTOR

The undersigned, being the sole Director of Minnesota Valley Engineering, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of Delaware (the "Code"), hereby consents to and adopts the following resolutions by written consent as of the date specified below, and directs that this written consent to such action be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

WHEREAS, the Corporation lawfully owns all of the outstanding stock of Cryogenic Services, Inc. ("CSI"), a corporation organized and existing under the laws of Georgia; and

WHEREAS, the Corporation desires to merge into itself CSI and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge into itself, and it does hereby merge into itself CSI and assumes all of its liabilities and obligations; and further

RESOLVED, that the Plan of Merger, in the form attached hereto as Exhibit A, providing for the merger of the CSI with and into the Corporation is hereby adopted; and further

RESOLVED, that the president or any vice president, and the secretary, treasurer or any assistant secretary of the Corporation be and are hereby directed to make and execute, under the corporate seal of the Corporation, a certificate of ownership setting forth a copy of the resolution, to merge CSI and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and further


RESOLVED, that pursuant to Section 14-2-1105 of the Georgia Business Corporation Code, the president, any vice president, the secretary or treasurer of the Corporation are authorized and directed to file a Certificate of Merger and such other documents necessary to effectuate such merger as required by the laws of the State of Georgia, and shall pay such fees with respect thereto to be paid and shall cause

all notices with respect to the merger to be properly given or published; and further

RESOLVED, that the officers of the Corporation be, and each of them singly is, hereby authorized and empowered in the name of the Corporation to do or cause to be done all such acts and things and to sign and deliver, or cause to be signed and delivered, all such other agreements, amendments, documents, instruments and certificates, in the name and on behalf of the Corporation or otherwise, advisable or appropriate to effectuate and carry out the purposes and intents of the foregoing resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand.

Dated: January 4, 1971

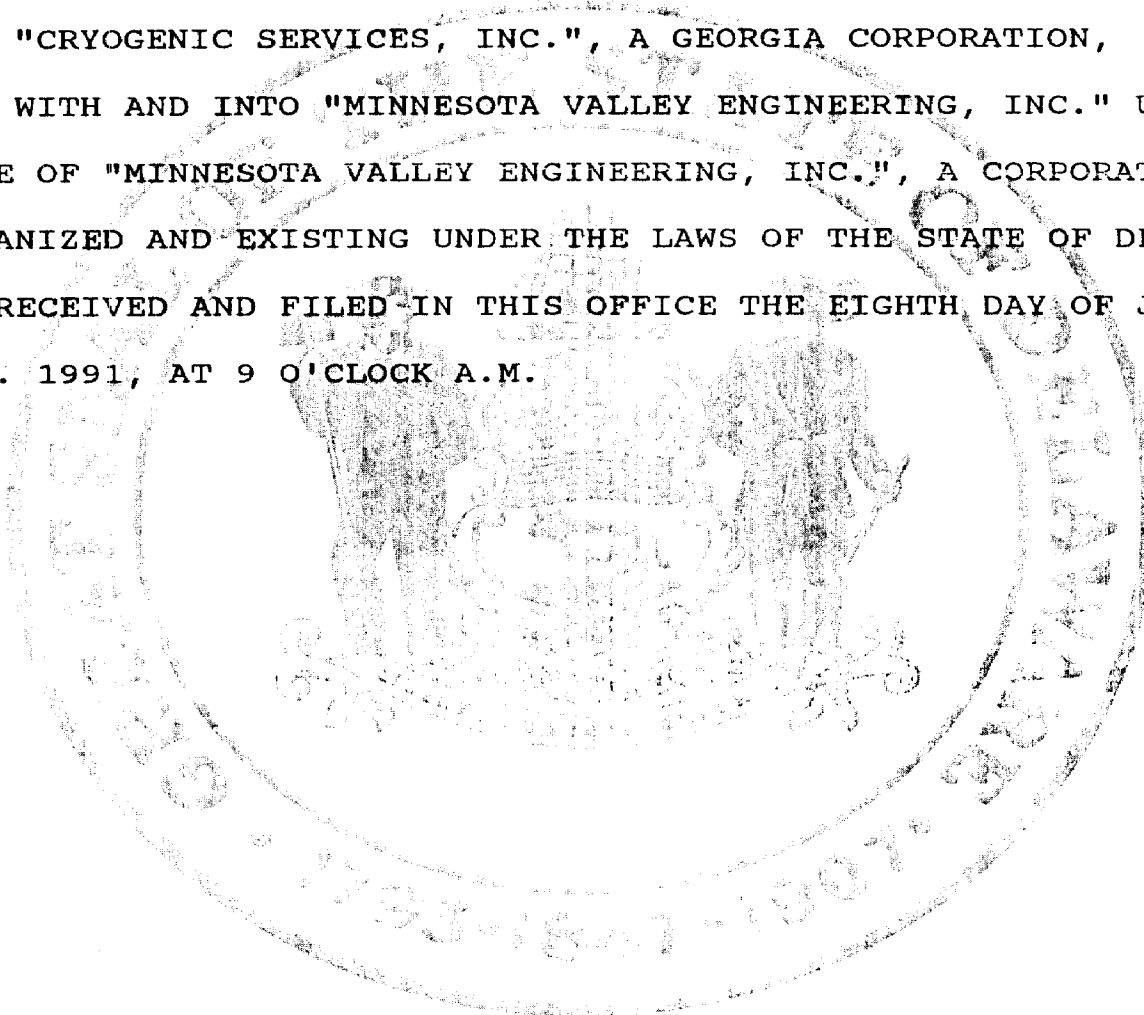


Robert E. Cieslukowski
Sole Director

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"CRYOGENIC SERVICES, INC.", A GEORGIA CORPORATION, WITH AND INTO "MINNESOTA VALLEY ENGINEERING, INC." UNDER THE NAME OF "MINNESOTA VALLEY ENGINEERING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF JANUARY, A.D. 1991, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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RECORDED: 11/22/1999

AUTHENTICATION: 7818832

DATE: 02-07-96

TRADEMARK

REEL: 001993 FRAME: 0162