

04-10-2000

SHEET

U.S. Department of Commerce
Patent and Trademark Office

03/03/00



TRADEMARK

TO: The Commissioner of Patents

attached original document(s) or copy(ies).

Submission Type

101313440

Assignment Type

- New
- Resubmission (Non-Recordation)
- Document ID #
- Correction of PTO Error
- Reel # Frame #
- Corrective Document
- Reel # Frame #

- Assignment
- License
- Merger
- Security Agreement
- Change of Name
- Nunc Pro Tunc Assignment
- Effective Date:
- Other:

Conveying Party

Execution Date

Name Versachem Corporation

01301997

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Florida
- Mark if Additional Names of Conveying Parties Attached

Receiving Party

Name Versachem Corporation

DBA/AKA/TA

Address 3600 West Lake Avenue

Address

Address Glenview

Illinois

60025

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware
- Domestic Representative Designation Attached: Yes No
- Mark if Additional Names of Receiving Parties Attached

Correspondent Name and Address

Leydig, Voit & Mayer, Ltd.
Two Prudential Plaza, Suite 4900
Chicago, Illinois 60601-6780

Telephone: (312) 616-5600
Facsimile: (312) 616-5700
Attorney Docket No. 300860

Pages Enter the total number of pages of the attached conveyance document including any attachments: 2

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

04/10/2000 13H01A7Z 00000216 2163092

2163092

2145777

2056714

2043095

2015484

1563353

01 FC 481
02 FC 482

1431130

1426564

1420049

Number of Properties Enter the total number of properties involved: 14

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$365.

Method of Payment:

- Enclosed
- Deposit Account No. 12-1216

Authorization to Charge Additional Fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Mark J. Liss

March 3, 2000

Name of Person Signing

Signature

Date

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Execution Date

Name Versachem Corporation
Formerly

01301997

- Individual General Partnership Limited Partnership Corporation Association
 Other
 Citizenship/State of Incorporation/Organization Florida
 Mark if additional names of conveying parties attached

Receiving Party

Name Versachem Corporation
DBA/AKA/TA
Address 3600 West Lake Avenue
Address
Address Glenview Illinois 60025
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
 Other
 Citizenship/State of Incorporation/Organization Delaware
 Mark if additional names of receiving parties attached

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Numbers			Registration Numbers		
			1313408	1167895	1131777
			1072985	1072246	

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 MERGER, WHICH MERGES:

"VERSACHEM CORPORATION", A FLORIDA CORPORATION,

WITH AND INTO "VC ACQUISITION CORPORATION" UNDER THE NAME OF "VERSACHEM CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JANUARY, A.D. 1997, AT 11 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



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

Edward J. Freel, Secretary of State

2704222 8100M

AUTHENTICATION:

8309621

DATE:

971031961

01-30-97
TRADEMARK

REEL: 002045 FRAME: 0507

**CERTIFICATE OF MERGER
OF
VERSACHEM CORPORATION
WITH AND INTO
VC ACQUISITION CORPORATION**

(Under Section 252 of the Delaware General Corporation Law)

VC Acquisition Corporation, a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

1. The names of the corporations participating in the merger and the states under the laws of which they are respectively organized are as follows:

VC Acquisition Corporation	Delaware
VersaChem Corporation	Florida

2. The Agreement of Merger (the "Agreement of Merger") dated as of January 16, 1997 by and between Illinois Tool Works Inc., VC Acquisition Corporation, VersaChem, Ronald J. Costello and A. Scott Phillips was approved, adopted, certified, executed and acknowledged by VC Acquisition Corporation and VersaChem Corporation in accordance with the provisions of Section 252(c) of the Delaware General Corporation Law.
3. VC Acquisition Corporation shall be the surviving corporation resulting from the Merger, shall continue to be governed by the laws of the State of Delaware, and its name shall change to VersaChem Corporation upon the effective time of the Merger.
4. The name of the surviving corporation, VC Acquisition Corporation, shall be changed to VersaChem Corporation at the effective time of the Merger, and the Certificate of Incorporation of the surviving corporation shall be changed to reflect this name change, but otherwise the Certificate of Incorporation, as it shall exist immediately prior to the effective time of Merger, shall be the Certificate of Incorporation of the surviving company until amended. Therefore, Article I of the Certificate of Incorporation of the surviving corporation shall read after the Merger as follows:
 - "1. The name of the corporation is VersaChem Corporation."
5. The executed Agreement of Merger is on file at the office of VC Acquisition Corporation at 3600 West Lake Avenue, Glenview, Illinois 60025.
6. A copy of the executed Agreement of Merger will be furnished by VC Acquisition Corporation, on request and without cost, to any stockholder of any constituent corporation.
7. VersaChem Corporation's authorized capital stock consists of 5,000,000 shares of common stock, \$.01 par value per share, and 750,000 shares of preferred stock, \$1.00 par value per share.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Merger to be signed by its duly authorized officer, this 30th day of January, 1997.

VC ACQUISITION CORPORATION, a Delaware corporation

By: *David C. Parry*
Print Name: DAVID C. PARRY
Its: V.P.

0252144.01