

05-16-2000



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M.W. J. 28.00

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

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

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
04242000
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/15/2000 JSHBAZZ 0000255 1906093

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 002073 FRAME: 0051

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

[Empty text box]

Address (line 1)

[Empty text box]

Address (line 2)

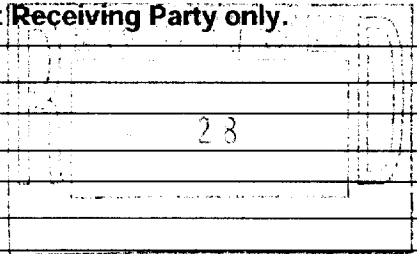
[Empty text box]

Address (line 3)

[Empty text box]

Address (line 4)

[Empty text box]



Correspondent Name and Address

Area Code and Telephone Number 515-288-2500

Name

Daniel A. Rosenberg, Esq.

Address (line 1)

Davis, Brown, Koehn, Shors & Roberts, P.C.

Address (line 2)

The Financial Center

Address (line 3)

666 Walnut Street, Suite 2500

Address (line 4)

Des Moines, Iowa 50309-3993

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

[Empty text box]

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)

[Grid of 9 empty text boxes for Trademark Application Numbers]

Registration Number(s)

1,986,093 [Grid of 6 text boxes for Registration Numbers]

Number of Properties

Enter the total number of properties involved.

[Empty text box]

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

12-2250

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.

Daniel A. Rosenberg

Name of Person Signing

Daniel A. Rosenberg

Signature

4-25-00

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Name

Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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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)

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ARTICLES OF MERGER
of
MATRIX COATINGS, INC.
with and into
ATLAS PRODUCTS, INC.

2901-S
164361-NS

93 DEC 30 PM 2:20
 SECRETARY OF STATE
 IOWA
 7 000 00 004 010000 001010

**TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:**

Pursuant to Section 1105 of the Iowa Business Corporation Act, the undersigned adopts the following Articles of Merger for the purpose of merging **Matrix Coatings, Inc.**, an Iowa corporation ("Disappearing Corporation"), with and into **ATLAS PRODUCTS, INC.**, an Iowa corporation ("Surviving Corporation").

1. The Plan of Merger between the Disappearing Corporation and the Surviving Corporation is attached hereto as **Exhibit A**, and is incorporated herein by this reference.
2. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger as to the Disappearing Corporation are as follows:

DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST ON PLAN OF MERGER
Common	25,000	25,000

The total number of votes cast for and against the Plan of Merger by each voting group entitled to vote separately on the Plan of Merger as to the Disappearing Corporation is as follows:

VOTING GROUP	VOTES FOR	VOTES AGAINST
Common	25,000	25,000

5

3. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger as to the Surviving Corporation are as follows:

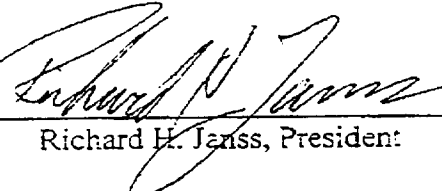
DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST ON PLAN OF MERGER
Common	26,497	26,497

The total number of votes cast for and against the Plan of Merger by each voting group entitled to vote separately on the Plan of Merger as to the Disappearing Corporation is as follows:

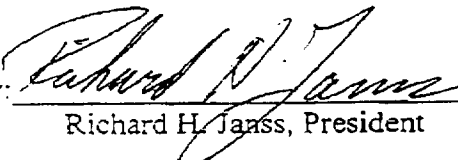
VOTING GROUP	VOTES FOR	VOTES AGAINST
Common	26,497	0

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger effective as of the 30th day of December, 1999.

ATLAS PRODUCTS, INC.

By: 
Richard H. Janss, President

BASIC COATINGS INC.

By: 
Richard H. Janss, President

**EXHIBIT A
PLAN OF MERGER
OF
MATRIX COATINGS, INC.
WITH AND INTO
ATLAS PRODUCTS, INC.
(See Attached)**

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(95)

PLAN OF MERGER

1. **Parties to Merger.** The names of the corporations proposing to merge are Matrix Coatings, Inc., an Iowa corporation, (the "Disappearing Corporation"), and ATLAS PRODUCTS, INC., an Iowa corporation ("Surviving Corporation"). The Disappearing Corporation shall be merged with and into the Surviving Corporation. As of the Effective Date of the merger, the separate existence of the Disappearing Corporation shall cease and the Surviving Corporation shall continue its corporate existence.

2. **Articles of Incorporation: Bylaws.** The articles of incorporation and bylaws of the Surviving Corporation, as in effect on the Effective Date of the merger, shall continue in full force and effect as the articles of incorporation and bylaws of the Surviving Corporation after the merger.

3. **Terms and Conditions of Merger.** The terms and conditions of the merger are as follows:

(a) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of shareholders and until their successors have been elected and qualified.

(b) All assets of the Disappearing Corporation as they exist at the Effective Date of the merger shall be transferred to the Surviving Corporation as the surviving corporation without any conveyance or other transfer. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as a private nature, of each of the constituent corporations. All property, (real, personal, and mixed), and all debts due on whatever account, all other choses in action, and all and every other interest belonging to or due to the Disappearing Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed and the title to any real estate, or any interest therein vested in the Disappearing Corporation shall not revert or be in any way impaired by reason of the merger. The Surviving Corporation shall be responsible for all of the liabilities of any kind and description of the Disappearing Corporation as of the Effective Date of the merger.

(c) The Disappearing Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in or confirm to the Surviving Corporation title to and possession of any property of the merged corporations acquired or to be acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Surviving Corporation are authorized to take any and all such action.

4. **Conversion of Shares.** The method of carrying into effect the merger shall be as follows: All shares of common stock of the Disappearing Corporation which shall be issued and

outstanding immediately prior to the Effective Date shall on the Effective Date be canceled, and no additional shares of the Surviving Corporation stock will be issued, as the sole shareholder of the Disappearing Corporation is also the sole shareholder of the Surviving Corporation.

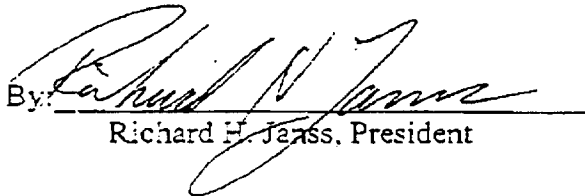
5. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall be deemed one and the same Plan of Merger, and shall become binding on the parties hereto when one or more counterparts have been signed by each of the parties and delivered to the other parties.

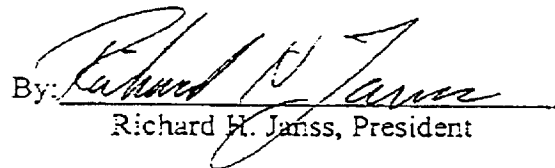
6. Termination. Anything herein to the contrary notwithstanding, the merger contemplated hereby may be terminated at any time before the Effective Date of the merger, whether before or after approval of the merger by the shareholders of the Disappearing Corporation or the Surviving Corporation, by mutual consent of the respective boards of directors of the Disappearing Corporation and the Surviving Corporation.

7. Effective Date. This merger shall become effective at 11:59 P.M. Central Standard Time on December 31, 1999 ("Effective Date").

ATLAS PRODUCTS, INC.

Matrix Coatings, Inc.

By: 
Richard H. Janss, President

By: 
Richard H. Janss, President

FILED
IOWA
SECRETARY OF STATE
12-30-1999
2:20 PM
W226205



2901

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE ATLAS COMPANIES INC.

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

RECEIVED
SECRETARY OF STATE
DES MOINES, IOWA
JUN 11 1973 11:25

Pursuant to sections 1006 and 1007 of the Iowa Business Corporation Act, the undersigned corporation adopts the following First Amended and Restated Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is The Atlas Companies Inc. (the "Corporation"). The name of the Corporation prior to the filing of these First Amended and Restated Articles of Incorporation was Atlas Products, Inc.

ARTICLE 2

SHARES

The total number of shares which the Corporation shall have authority to issue is forty thousand (40,000) shares with a par value of \$2.50 per share.

ARTICLE 3

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the Corporation's registered office in Iowa is 2124 Valley Drive, Des Moines, Polk County, Iowa 50321, and the name of its registered agent at that office is Richard H. Janss.

4

ARTICLE 4

DIRECTORS

The number of directors shall be the number specified in or fixed in accordance with the Bylaws. The Board of Directors shall have power to fix or change the number of directors, unless the shareholders in amending or repealing the Bylaws provide expressly that the Board of Directors shall not amend or repeal the bylaw establishing the number of directors.

ARTICLE 5

PURPOSE

The purpose which the Corporation is authorized to pursue is or includes the transactions of any or all lawful business for which a corporation may be incorporated under the Iowa Business Corporation Act.

ARTICLE 6

NONLIABILITY AND INDEMNIFICATION

A. A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (iii) for a transaction from which the director derived an improper personal benefit; or (iv) under section 833 of the Iowa Business Corporation Act (or any similar provision of any subsequent law enacted in Iowa). If the law of the Corporation's state of incorporation is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the Corporation or its shareholders, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent then permitted.

B. Each individual who is or was a director or officer of the Corporation (and the heirs, executors, personal representatives, or administrators of such individual) who was or is made a party to or is involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise ("Indemnitee") shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this article, the Indemnitee shall also be entitled to have paid directly by the Corporation the expenses reasonably incurred in defending any such proceeding against such

Indemnitee in advance of its final disposition and to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this article shall be a contract right.

C. The Corporation may, by action of the Board of Directors, provide indemnification to such of the officers, employees, and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by applicable law.

D. The rights and authority conferred in this article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Corporation, agreement, vote of shareholders or disinterested directors, or otherwise.

E. Any repeal or amendment of this article by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer existing at the time of such repeal or amendment.

ARTICLE 7

CERTIFICATE OF ADOPTION

A. The duly adopted First Amended and Restated Articles of Incorporation set forth above supersede the original Articles of Incorporation of the Corporation and any amendment or restatement thereof.

B. The Board of Directors adopted the above First Amended and Restated Articles of Incorporation, which required shareholder approval. These First Amended and Restated Articles of Incorporation were approved by the sole shareholder effective as of January 1, 2000.

C. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the First Amended and Restated Articles of Incorporation, and the number of votes of each voting group indisputably represented at the meeting are as follows:

DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST ON AMENDED AND RESTATED ARTICLES	VOTES REPRESENTED AT MEETING
Common	26,497	26,497	26,497

The total number of votes cast for and against these First Amended and Restated Articles of Incorporation by each voting group entitled to vote is as follows:

VOTING GROUP	VOTES FOR	VOTES AGAINST
Common	26,497	-0-

D. The number of votes cast for the First Amended and Restated Articles of Incorporation by each voting group was sufficient for approval by that voting group.

E. These First Amended and Restated Articles of Incorporation shall be effective at the time of filing on the date of filing, as evidenced by the endorsement of the Iowa Secretary of State.

Dated this 1st day of January, 2000.

ATLAS PRODUCTS, INC.

By:


Richard H. Janss

FILED
IOWA
SECRETARY OF STATE
1-3-00
11:25AM
W226250
