

Tab settings    ▼



To the Honorable Commissioner of

101820744

attached original documents or copy thereof.

1. Name of conveying party(ies):

Y-130

~~Universal Plastics Co. and~~  
Almac Plastics, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Laird Plastics, Inc.

Internal Address: \_\_\_\_\_

Street Address: 1400 Centrepark, Suite 500

City: West Palm Beach State: Florida ZIP: 33401

- 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

3. Nature of conveyance:

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

Execution Date: December 9, 1991

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) AUG 13 2001

1,157,288

Additional numbers attached?  Yes  No

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

Name: Donald C. Lucas

Internal Address: BIERMAN, MUSERLIAN AND  
LUCAS

Street Address: 600 Third Avenue

City: New York State: NY ZIP: 10016

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed Form PTO-2038
- Authorized to charge any fee due or credit any overpayment to deposit account

8. Deposit account number:

02-2275

(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.

Donald C. Lucas

Name of Person Signing

Signature

Aug. 13, 2001

Date

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

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

---

I, HARRIET SMITH WINDSOR, 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:

"UNIVERSAL PLASTICS CO.", A WASHINGTON CORPORATION,  
WITH AND INTO "ALMAC PLASTICS, INC." UNDER THE NAME OF  
"LAIRD PLASTICS, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1991, AT  
9:02 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE  
THIRTY-FIRST DAY OF DECEMBER, A.D. 1991.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0919091 8100M

AUTHENTICATION: 1272521

010364689

DATE: 07-31-01

TRADEMARK  
REEL: 002354 FRAME: 0416

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:02 AM 12/26/1991  
913615233 - 0919091

S /// STATE OF DELAWARE /// V  
T /// SECRETARY OF STATE /// O  
A /// DIVISION OF CORPORATIONS /// I  
M FILED: 991991 AM 12/27/1991 /// D  
P 913615233 919091 ///

PLAN AND AGREEMENT OF MERGER BY CHERYL WYATT

OF  
UNIVERSAL PLASTICS CO.  
(a Washington corporation)

AND

ALMAC PLASTICS, INC.  
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER approved on December 9, 1991 by Universal Plastics Co., a business corporation of the State of Washington, and by resolution adopted by its Board of Directors on said date, and approved on December 9, 1991 by Almac Plastics, Inc., a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

WHEREAS Universal Plastics Co. is a business corporation of the State of Washington with its registered office therein located at 650 South Industrial Way, P.O. Box 80206, City of Seattle, County of King; and

WHEREAS the total number of shares of stock which Universal Plastics Co. has authority to issue is 50,000, all of which are of one class and of a par value of \$1.00 each, and all issued shares are owned by Laird, Inc., a Delaware corporation; and

WHEREAS Almac Plastics, Inc. is a business corporation of the State of Delaware with its registered office therein located at Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which Almac Plastics, Inc. has authority to issue is three hundred (300), all of which are of one class and of a par value of \$ 10.00 each, and all issued shares are owned by Laird, Inc., a Delaware corporation; and

WHEREAS the Washington Business Corporation Act permits a merger of a business corporation of the State of Washington with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS it is intended that the merger of Universal Plastics Co. with and into Almac Plastics, Inc. as provided herein shall be effected in a manner intended to qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, as amended; and

WHEREAS Universal Plastics Co. and Almac Plastics, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their sole stockholder, Laird, Inc., a Delaware corporation, to merge Universal Plastics Co. with and into Almac Plastics, Inc. pursuant to the provisions of the Washington Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth; and

WHEREAS this Plan of Agreement and Merger was submitted to, and approved and authorized by, the sole shareholder of Universal Plastics Co. in accordance with the provisions of the Washington Business Corporation Act; and

WHEREAS this Plan and Agreement of Merger was submitted to, and approved and authorized by, the sole shareholder of Almac Plastics, Inc. in accordance with the provisions with the General Corporation Law of the State of Delaware;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereupon duly entered into by Universal Plastics Co. and approved by a resolution adopted by its Board of Directors and duly entered into by Almac Plastics, Inc. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement of Merger set forth.

1. Universal Plastics Co. and Almac Plastics, Inc. shall, pursuant to the provisions of the Washington Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Almac Plastics, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Laird Plastics, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Universal Plastics Co., which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time

in accordance with the provisions of the Washington Business Corporation Act.

2.

The Certificate of Incorporation of the surviving corporation, as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for, shall continue to be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect except that ARTICLE FIRST thereof, relating to the name of the corporation is hereby amended and changed so as to read as follows at the effective time of the merger:

"FIRST: The name of the Corporation is Laird Plastics, Inc. (hereinafter sometimes called the "corporation")."

Said Certificate of Incorporation as herein amended and changed shall continue in full force until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. The surviving corporation shall assume, and effective as of the date of merger, does assume, all tax liabilities and obligations arising out of or with respect to the corporate existence of the terminating corporation prior to the

merger and the surviving corporation shall be responsible for said liabilities and obligations as if the surviving corporation had incurred such liabilities.

7. In the event that this Plan and Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation in accordance with the provisions of the Washington Business Corporation Act and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Washington and the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Washington and the State of Delaware and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

9. The effective time of this Plan and Agreement of Merger, and the time when the merger herein agreed upon shall become effective, shall be December 31, 1991.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby signed and attested on behalf of each of the constituent corporations parties hereto.

UNIVERSAL PLASTICS CO.

By: 

John Raber  
President

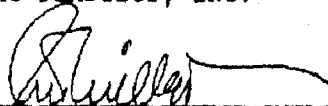
Attest:




Stephan Lepow  
Assistant Secretary

Date: December 9, 1991.

ALMAC PLASTICS, INC.

By:   
Alan H. Miller  
President

Attest:

  
Stephan Lepow  
Secretary

Date: December 9, 1991.

CERTIFICATE OF ASSISTANT SECRETARY

OF

UNIVERSAL PLASTICS CO.

The undersigned, being the Assistant Secretary of Universal Plastics Co., a Washington Corporation (the "Corporation"), does hereby certify that the holder of all of the outstanding shares of the Corporation dispensed with a meeting and vote of such shares with respect to the Plan and Agreement of Merger between the Corporation and Almac Plastics, Inc., a Delaware Corporation, dated December 9, 1991 (the "Agreement"), and that said holder of all of the shares entitled to vote thereon consented in writing, pursuant to the provisions of Section 23B.07.040 of the Washington Business Corporation Act, to the authorization and approval of the Agreement.

Date: December 9, 1991.



Stephen Lepow  
Assistant Secretary




CERTIFICATE OF SECRETARY

OF

ALMAC PLASTICS, INC.

The undersigned, being the Secretary of Almac Plastics, Inc., a Delaware corporation (the "Corporation"), does hereby certify that the holder of all of the outstanding stock of the Corporation dispensed with a meeting and vote of such stock with respect to the Plan and Agreement of Merger between the Corporation and Universal Plastics Co., a Washington corporation, dated December 9, 1991 (the "Agreement"), and that said holder of all of the stock entitled to vote thereon consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the authorization and approval of the Agreement.

Date: December 9, 1991.



Stephen Lepow  
Secretary