

02-24-2003



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Form PTO-1594 (Rev. 03/01) OMB No. 651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Hallcrest Products, Inc. *2-19-03*

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

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

2. Name and address of receiving party(ies):
Name: **Hallcrest Products, Inc.**
Internal Address:
Street Address: **1820 Pickwick**
City: **Glenview** State: **IL** Zip: **60025**

Individual(s) citizenship:
 Association
 General Partnership
 Limited Partnership:
 Corporation - State **IL**
 Other

If assignee is not domiciled in the United States a domestic representative designation is attached Yes No (Designation must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS
UNITED STATES DEPARTMENT OF COMMERCE
WASHINGTON, DC 20514

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other **Merger of Hallcrest Products, Inc. into HPI Acquisition Corp. with surviving corporation being Hallcrest Products, Inc.**

Execution Date: **January 6, 1993**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,126,503
1,401,052
1,501,130

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Wenyu Ho**
Internal Address: **SONNENSCHN NATH & ROSENTHAL**
Street Address: **P.O. BOX 061080, WACKER DRIVE**
STATION, SEARS TOWER
City **CHICAGO** State **IL** Zip **60606-1080**

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41)..... \$ **90.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-3140
(Attach duplicate copy of this page if paying by deposit account)

02/24/2003 TDI A21 00000002 193140 1126503
01 FC:8521 40.00 CH
02 FC:8522 50.00 CH

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.
Wenyu Ho *Wenyu Ho* 2/11/03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: **11**

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

I hereby certify that this document is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on this 11 day of February, 2003
By *[Signature]*

TRADEMARK REEL: 002676 FRAME: 0218

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is made and entered into this 6th day of January, 1993 by and between H. P. I. Acquisition Corp., an Illinois corporation (the "Surviving Corporation") and Hallcrest Products Inc., a New York corporation (the "Merged Corporation") (said corporations may hereinafter be referred to jointly as "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, the purposes and objectives of the Constituent Corporations may be effectively achieved and promoted within a single corporate structure; and

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable that the Surviving Corporation be merged with and into the Merged Corporation on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the Illinois Business Corporation Act and the New York Business Corporation Law; and

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and conditions hereinafter set forth and for the purpose of fixing and declaring the terms and conditions upon which the Constituent Corporations are to be merged, and such other details or provisions as are deemed necessary or desirable, the Constituent Corporations, by their Boards of Directors, hereby agree as follows:

ARTICLE I

CONSTITUTION OF MERGER

The Surviving Corporation shall be merged with the Merged Corporation, in accordance with the provisions of the Illinois Business Corporation Act and the New York Business Corporation Law.

ARTICLE II

CORPORATE NAME

Upon the consummation of this Plan and Agreement of Merger and thereafter, Article One of the Surviving Corporation shall be amended to read, in its entirety, as follows: "Article One. The name of the corporation shall be Hallcrest Products, Inc. "

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ARTICLE III

EFFECT OF MERGER

Upon the merger becoming effective: (1) the Constituent Corporations shall be a single corporation; (2) the separate corporate existence of the Merged Corporation shall cease, except to the extent provided for by the laws of the State of New York in the case of a corporation after its merger into another corporation; (3) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation, without further act, deed or transfer; (4) the Surviving Corporation shall thenceforth be responsible for and subject to all of the debts, liabilities and obligations of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them; (5) any claim, existing action, or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation; (6) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

ARTICLE IV

MANNER AND BASIS OF CONVERTING SHARES

Immediately prior to the merger, the issued shares of the Constituent Corporations shall be held by the same shareholders* Upon effectiveness of the merger, the outstanding shares of the Merged Corporation shall be immediately cancelled and shall cease to exist. The outstanding shares of the Surviving Corporation shall remain in effect.

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ARTICLE V

ARTICLES AND BYLAWS

Except as provided in Article II of this Plan and Agreement of Merger, the Articles of Incorporation of the Surviving Corporation, existing on the effective date of the merger shall continue in full force as the Articles of Incorporation of the Surviving Corporation until they are duly altered, amended or repealed. The Bylaws of the Surviving Corporation existing on the effective date of the merger shall continue in full force as the Bylaws of the Surviving Corporation until they are duly altered, amended or repealed.

*and in the same proportion.

ARTICLE VI

BASIS FOR TRANSFERRING ASSETS AND LIABILITIES

The assets and liabilities of the Merged Corporation, at the effective date of the merger, shall be taken on the books of the Surviving Corporation at the amounts at which they are, on such date, carried on the books of the Merged Corporation.

ARTICLE VII

DIRECTORS AND OFFICERS

The Board of Directors and Officers of the Surviving Corporation shall be the Directors and Officers holding such offices of the Surviving Corporation at the time of effectiveness of the merger. Such individuals shall hold office in accordance with the Bylaws of the Surviving Corporation.

ARTICLE VIII

EXPENSES OF MERGER

The Surviving Corporation shall pay all expenses of implementing this Plan and Agreement of Merger and accomplishing the merger provided for herein.

ARTICLE IX

FURTHER ASSURANCES

If at any time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver or cause to be executed and delivered all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest and perfect such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE X

EFFECTIVE DATE

The effective date of the merger shall be upon filing.

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IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have caused this Plan and Agreement of Merger to be signed and sealed by duly authorized officers as of the day and year first above written.

HALLCREST PRODUCTS INC.

By: Thomas S. Barclay
Its: Vice President

ATTEST:

Mona Ewan
Its: Secretary

H.P.I. ACQUISITION CORP.

By: Thomas S. Barclay
Its: Vice President

ATTEST:

Mona Ewan
Its: Secretary

DOCUMENT #: CHG00225471.1; DATE: 01/05/93; TIME: 10:32

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7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 ____.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

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c. The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated January 6, 19 93

attested by *Monica Evan*
(Signature of Secretary or Assistant Secretary)

Monica Evan, Secretary
(Type or Print Name and Title)

Dated January 6, 19 93

attested by *Monica Evan*
(Signature of Secretary or Assistant Secretary)

Monica Evan, Secretary
(Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

Hallcrest Products Inc.

(Exact Name of Corporation)

by *Thomas S. Bagley*
(Signature of President or Vice President)

Thomas Bagley, Vice President
(Type or Print Name and Title)

H.P.I. Acquisition Corp.

(Exact Name of Corporation)

by *Thomas S. Bagley*
(Signature of President or Vice President)

Thomas Bagley, Vice President
(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

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DEPT-01 RECORDINGS \$35.50
147777 TRAN 2635 12/09/93 08:43:00
#3590 # *-05-008244
COOK COUNTY RECORDER



K. McDonald
Kettlemore 2AUS
525 W. MORRIS
Chicago ILL
60606

Handwritten signature or initials, possibly including the number '50'.

**CERTIFICATE OF MERGER
OF
HALLCREST PRODUCTS, INC.
INTO
H.P.I. ACQUISITION CORP.**

RECEIVED CT
DEPARTMENT OF
TAXATION AND FINANCE
JAN 07 1993
CORPORATION TAX
DISSOLUTION

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Thomas Bagley and Monica Evan, being respectively the Vice President and the Secretary of Hallcrest Products, Inc. and being respectively the Vice President and the Secretary of H.P.I. Acquisition Corp., do hereby certify:

1. The name of each constituent corporation is as follows:

Hallcrest Products, Inc., a New York corporation ("Merged Corporation")
H.P.I. Acquisition Corp., an Illinois corporation ("Surviving Corporation")

The Surviving Corporation shall change its name to Hallcrest Products, Inc. upon effectiveness of the filing of the merger.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of Shares entitled to Vote</u>	<u>Shares entitled to vote as a class or series</u>
Merged Corporation	Common; 24.395	Common	24.395
Surviving Corporation	Common; 100	Common	100

3. The merger was adopted by the Merged Corporation by the written consent of the sole shareholder.

4. The merger is permitted by the laws of Illinois the domestic jurisdiction of the Surviving Corporation and is in compliance therewith. The Surviving Corporation has complied as follows:

The Surviving Corporation has complied with the applicable provisions of the laws of the State of Illinois under which it is incorporated, and this merger is permitted by such laws.

6. The certificate of incorporation of the Merged Corporation was filed by the Department of State of New York on the 3rd day of August, 1960.

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Form **BCA-11.25**
(Rev. Jan. 1991)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File #

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED

NOV 30 1993

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date

11/30/93

Filing Fee

\$ 100.00

Approved:



DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or con-
solidation of more than 2 corporations,
\$50 for each additional corporation.

1. Names of the corporations proposing to ~~merge~~
~~consolidate~~ ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
Hallcrest Products Inc.	New York
H.P.I. Acquisition Corp.	Illinois

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.
New York, Illinois

3. (a) Name of the ~~surviving~~
~~new~~ ~~existing~~ corporation: H.P.I. Acquisition Corp.

(b) it shall be governed by the laws of: Illinois

4. Plan of ~~merger~~
~~consolidation~~ ~~exchange~~ is as follows:
See attached

If not sufficient space to cover this point, add one or more sheets of this size.

EXPEDITED

NOV 30 1993

SECRETARY OF STATE

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Whereas, ARTICLES OF MERGER OF
 H.P.I. ACQUISITION CORP.
 INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
 FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
 BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this* 30TH *day of* NOVEMBER *A.D. 19* 93 *and of the Independence of the United States the two hundred and* 18TH.



George H. Ryan
 SECRETARY OF STATE

5. Plan of ~~consolidation~~ ^{merger} was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
H.P.I. Acquisition Corp.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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