



01/22/2015



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

Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/2015)

01-22-15

TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Frigoglass North America Ltd. Co.

- Individual(s)
- Partnership
- Corporation- State: _____
- Other limited liability company
- Association
- Limited Partnership

Citizenship (see guidelines) South Carolina

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) 12/16/2013

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Frigoglass USA Inc.

Street Address: 1186 Satellite Boulevard, Ste. 100

City: Suwanee

State: GA

Country: USA Zip: 30024

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship South Carolina
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

3,304,189

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

The word mark MIRACOOOL

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

Name: Bryan Francis Hickey, Esq.

Internal Address: Haynsworth Sinkler Boyd, P.A.

Street Address: ONE N. Main Street, 2nd Floor

City: Greenville

State: SC Zip: 29601

Phone Number: 864-240-3246

Docket Number: _____

Email Address: bhickey@hsblawfirm.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 501783

Authorized User Name Bryan Francis Hickey

9. Signature:

[Handwritten Signature]
Signature

01/22/2015
Date

Clarence A. Parker
Name of Person Signing

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

7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

DEC 17 2013

ARTICLES OF MERGER
LIMITED LIABILITY COMPANIES WITH AND INTO A CORPORATION

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-44-905 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving limited liability company (or other surviving entity), delivers to the Secretary of State these articles of merger executed by each constituent limited liability company and each other entity which is a party to the merger, and sets forth the following information:

1. The name and address of the surviving or resulting limited liability company (or other surviving entity) is:

Frigoglass USA Inc.
Name of Surviving Entity

700-A Buffington Road, Spartanburg, South Carolina 29303
Address

The surviving entity is a South Carolina corporation
Type of Entity

2. The name and jurisdiction of formation (or organization) of each of the limited liability companies and other entities that are parties to the merger

a. Buffington Road LLC
Name

Ohio
Jurisdiction of Formation

b. Frigoglass North America Ltd. Co
Name

South Carolina
Jurisdiction of Formation

131217-0106 FILED: 12/17/2013
FRIGOGLASS USA INC

Filing Fee: \$110.00 ORIG



c. Frigoglass USA Inc.
Name

South Carolina
Jurisdiction of Formation

Mark Hammond

South Carolina Secretary of State

3. For each South Carolina limited liability company or other entity which is to merge, state the date its articles of organization or incorporation or domestication were filed with the South Carolina Secretary of State

a. Frigoglass North America Ltd. Co.
Name of South Carolina Limited Liability Company

February 17, 2010
Date its articles of organization were filed

131217-0107 FILED: 12/17/2013
BUFFINGTON ROAD LLC

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

b. Frigoglass USA Inc.
Name of South Carolina Corporation

December 16, 2013
Date its articles of domestication were filed

131217-0108 FILED: 12/17/2013
FRIGOGLASS NORTH AMERICA LTD. CO.

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

Frigoglass USA Inc.
Name of Surviving Entity

4. The plan of merger has been approved and signed by each limited liability company and other entity that is to merge. The plan of merger was duly approved by the sole shareholder of Frigoglass USA Inc, who voted all 100 outstanding shares in favor of the plan of merger.
5. The effective date of merger is: upon filing
6. If a South Carolina entity is the surviving entity, specify in the following space such changes in its articles as are necessary by reason of the merger. N/A
7. If a party to the merger is a foreign limited liability company, specify the jurisdiction and date of its initial articles of organization and the date when its application for authority was filed by the South Carolina Secretary of State or, if an application has not been filed, a statement to that effect.

Buffington Road LLC
Name of foreign Limited Liability Company

October 17, 2008
Date its articles were filed

December 1, 2008
Date of filing of application for authority (or statement)

b. _____
Name of foreign Limited Liability Company

Date its articles were filed

Date of filing of application for authority (or statement)

8. Check this box if the surviving entity is not a South Carolina entity. Since the surviving entity is not a South Carolina entity, it is agreed that the surviving entity (as specified in Item #1), may be served with service of process in South Carolina and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of any limited liability company previously subject to suit in South Carolina which is to merge, and for the enforcement, as provided in Chapter 44 of Title 33, 1976 South Carolina Code of Laws, as amended, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.

9. A copy of the plan of merger will be furnished by the surviving limited liability company (or other surviving entity), on request and without cost, to any member of any limited liability company or any person holding an interest in any person holding any interest in any other entity that is to merge. A copy of the Plan of Merger is attached.

Date: 12/16/13




Signature

Anil Rao, Manager
Name Capacity

Buffington Road LLC
Name of company or entity

Date: 12/16/13



Signature


Anil Rao, Manager

Name Capacity

Frigoglass North America Ltd. Co.

Name of company or entity

Date: 12/16/13



Signature

Anil Rao, Vice President

Name Capacity

Frigoglass USA Inc.

Name of company or entity

FILING INSTRUCTIONS

1. If management of a limited liability company is vested in managers, a manager shall execute these articles of merger. If management of a limited liability company is reserved to the members, a member shall execute these articles of merger. Specify whether a member or a manager is executing these articles of merger.
2. File two copies of these articles, the original and either a duplicate or a conformed copy.
3. If a foreign limited liability company is the surviving entity of the merger, it may not do business in South Carolina until an application for authority is filed with the Secretary of State.
4. This form must be accompanied by the filing fee of \$110.00 payable to the Secretary of State.

Return to: Secretary of State
PO Box 11350
Columbia, SC 29211

Form Revised by South Carolina
Secretary of State, January 2000

AGREEMENT AND PLAN OF MERGER

BUFFINTON ROAD LLC
(An Ohio limited liability company)

And

FRIGOGLASS NORTH AMERICA LTD. CO.
(A South Carolina limited liability Company)

Into

FRIGOGLASS USA INC.
(A South Carolina corporation)

This Agreement and Plan of Merger (the "Agreement and Plan") is made to be effective the 16 day of December, 2013 (the "Effective Date"), by and between Buffington Road LLC ("Buffington"), an Ohio limited liability company; Frigoglass North America Ltd. Co. ("FNA"), a South Carolina limited liability company; and Frigoglass USA Inc. ("Frigoglass USA" or "Surviving Entity"), a South Carolina corporation (collectively, the "Parties").

WHEREAS, the Parties deem it advisable and to the advantage, welfare and in the best interest of each of them and their respective members and shareholders, as applicable to merge their companies pursuant to the terms and conditions of this Agreement and Plan (the "Merger");

WHEREAS, the Merger of Buffington and FNA with and into Frigoglass USA is provided for under Section 1705.37 of the Ohio Revised Code;

WHEREAS, the Merger of Buffington and FNA with and into Frigoglass USA is provided for under Sections 33-44-904 and 33-11-101 of the South Carolina Code of Laws 1976, as amended;

WHEREAS, all the respective members, managers, shareholders and directors of Buffington, FNA and Frigoglass USA have approved the Merger;

NOW, THEREFORE, in consideration of the mutual agreements contained herein, the Parties hereto agree upon the terms and provisions of this Agreement and Plan as hereinafter set forth:

1. **Surviving Entity.** The name of the Surviving Entity is Frigoglass USA Inc. a South Carolina corporation.
2. **Conversion of Interests.** Frigoglass USA holds One Hundred Percent (100%) membership interest in Buffington and FNA. Frigoinvest Holdings B.V. is the sole shareholder of Frigoglass USA. On the Effective Date of the Merger, all membership interest in Buffington

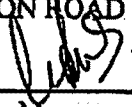
and FNA shall be cancelled as a matter of law and Frigoinvest Holdings B.V. will remain the sole shareholder of Frigoglass USA.

3. **Management of Surviving Entity.** Management of the Surviving Entity shall be vested in a Board of Directors ("Board of Directors"). The Board of Directors shall consist of Anil Rao, Vasileios Soulis and Vasileios Stergiou.
4. **Articles of Organization.** The Articles of Domestication of Frigoglass USA that are in effect immediately prior to the Effective Date shall be the Articles of the Surviving Entity.
5. **Principal Office.** The principal office of the Surviving Entity is located at 700-A Buffington Road, Spartanburg, South Carolina 29303.
6. **Consent to Service of Process.** As it relates to any action or proceeding in the state of Ohio to enforce against the Surviving Entity any obligation of any constituent domestic limited liability company or the rights of a dissenting member of any constituent domestic limited liability company, the Surviving Entity hereby consents to be sued and served with process, notices, and demands in the state of Ohio and irrevocably appoints the secretary of state of Ohio as its agent to accept service of process in any such action or proceeding.
7. **Entire Agreement: Modification.** This Agreement and Plan constitutes the entire agreement of the parties with respect to the subject matter hereof and may not be modified or amended in any way except in writing by the parties hereto.
8. **Governing Law.** The terms of this Agreement and Plan shall be governed by the laws of the State of South Carolina. The parties hereby irrevocably consent to the exclusive jurisdiction of the Federal and State courts in Greenville, South Carolina for the resolution of any matters in any way arising out of this Agreement or its subject matter.
9. **Counterparts.** This Agreement and Plan may be executed in any number of counterparts which taken as a whole shall constitute one and the same agreement.

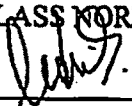
(Signatures on following page)

IN WITNESS WHEREOF, the undersigned have placed their hands and seals and affirm that the statements made herein are true as of the date first set forth above.


BUFFINGTON ROAD LLC, an Ohio limited liability company

By: 
Anil Rao, Manager

FRIGOGLASS NORTH AMERICA LTD. CO., a South Carolina limited liability company

By: 
Anil Rao, Manager

FRIGOGLASS USA INC., a South Carolina corporation

By: 
Anil Rao, Vice President