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12-16-1999

Docket No.:

T001217; T001290 - /



101223649

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To the Honorable Commissioner of Patents _____ attached original document or copy thereof.

1. Name of conveying party(ies):

Pro-Tech Respirators, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: May 30, 1997

2. Name and address of receiving party(ies):

Name: Comasec Holdings, Inc.

Internal Address: _____

Street Address: 10 Thurber Boulevard

City: Smithfield State: RI ZIP: 02917-

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Connecticut
- 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

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,727,175 2,057,323
PRO-FIT PRO-TECH

Additional numbers attached? Yes No

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

Name: Elliot A. Salter

Internal Address: _____

Street Address: 321 South Main Street

City: Providence State: RI ZIP: 02903

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

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0129 any additional fee or credit

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FC:482 25.00 OP

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.

Gretel Kelly

Name of Person Signing

Gretel Kelly

Signature

December 6, 1999

Date

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

9

CERTIFICATE OF MERGER

OF

COMASEC HOLDINGS, INC.

AND

PRO-TECH RESPIRATORS, INC.

FILING #0001724004 PG 01 OF 08 VOL B-00127
FILED 05/30/1997 03:57 PM PAGE 03035
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

To the Secretary of the State
State of Connecticut

Pursuant to the provisions of the Connecticut Business Corporation Act, the domestic business corporation and the foreign business corporation hereinafter named do hereby submit the following Certificate of Merger:

1. The names of the merging corporations are Pro-Tech Respirators, Inc., which is a business corporation organized under the laws of the State of Rhode Island, which is to be the terminating corporation, and Comasec Holdings, Inc., which is a business corporation organized under the laws of the State of Connecticut, which is to be the surviving corporation.

2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Pro-Tech Respirators, Inc. with and into Comasec Holdings, Inc. as approved by resolution of the Board of Directors of each of said merging corporations.

3. In respect of Comasec Holdings, Inc., the designation, the number of outstanding shares, and the number of votes entitled to be cast by the sole voting group entitled to vote on the Agreement and Plan of Merger herein provided for, are as follows:

- | | | |
|-----|--|-------------------------|
| (a) | Designation of shares of voting group: | Class A
Common Stock |
| (b) | Number of outstanding shares of voting group: | 10,000 shares |
| (c) | Number of votes of voting group entitled to be cast on the Agreement and Plan of Merger: | 10,000 shares |

4. In respect of Comasec Holdings, Inc., the total number of undisputed votes cast for the Plan of Merger herein provided for by the sole voting group entitled to vote separately on the said merger is as follows:

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TRADEMARK
REEL: 001999 FRAME: 0312

- (a) Designation of shares of voting group: Class A
Common Stock
- (b) Number of undisputed votes of voting group cast for the Agreement and Plan of Merger: 10,000 shares

5. The said number of votes cast for the said merger was sufficient for the approval thereof by the said voting group.

6. In respect of Pro-Tech Respirators, Inc., the designation, the number of outstanding shares, and the number of votes entitled to be cast by the sole voting group entitled to vote on the Agreement and Plan of Merger herein provided for, are as follows:

- (a) Designation of shares of voting group: Common Stock
- (b) Number of outstanding shares of voting group: 100 shares
- (c) Number of votes of voting group entitled to be cast on the Agreement and Plan of Merger: 100 shares

7. In respect of Pro-Tech Respirators, Inc., the total number of undisputed votes cast for the Plan of Merger herein provided for by the sole voting group entitled to vote separately on the said merger is as follows:

- (a) Designation of shares of voting group: Common Stock
- (b) Number of undisputed votes of voting group cast for the Agreement and Plan of Merger: 100 shares

8. The said number of votes cast for the said merger was sufficient for the approval thereof by the said voting group.

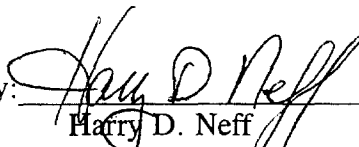
9. The merger of Pro-Tech Respirators, Inc., with and into Comasec Holdings, Inc. is permitted by the laws of the jurisdiction of organization of Pro-Tech Respirators, Inc. and has been authorized in compliance with said laws.

10. The Agreement and Plan of Merger provides that Comasec Holdings, Inc. will continue its existence as the surviving corporation under the name "Pro-Tech Respirators, Inc." pursuant to the provisions of the Connecticut Business Corporation Act.

11. The effective time and date in the State of Connecticut of the merger herein provided for shall be May 30, 1997.

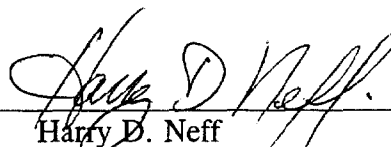
Executed on *May 30*, 1997.

Comasec Holdings, Inc., a Connecticut
corporation

By: 

Harry D. Neff
President and Chief Operating
Officer

Pro-Tech Respirators, Inc., a Rhode Island
corporation

By: 

Harry D. Neff
President and Chief Operating
Officer

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AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger (hereinafter referred to as the "Plan of Merger") dated as of the 30th day of May, 1997 between Comasec Holdings, Inc., a business corporation organized under the laws of the State of Connecticut and wholly owned by Comasec International, S.A. (hereinafter referred to as the "Surviving Corporation"), and Pro-Tech Respirators, Inc., a business corporation organized under the laws of the State of Rhode Island and wholly owned by Bacou USA, Inc. (hereinafter referred to as the "Merged Corporation"), (the Merged Corporation and the Surviving Corporation are hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Surviving Corporation is duly organized and existing under the laws of the State of Connecticut; and

WHEREAS, the Surviving Corporation has an authorized capital stock consisting of 20,000 shares of Class A common stock (voting) and 5,000 shares of Class B common stock (non-voting), no par value, of which 10,000 shares of Class A common stock and 1,250 shares of Class B common stock have been duly issued and are now outstanding and are held by Comasec International, S.A.; and

WHEREAS, the Merged Corporation is duly organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the Merged Corporation has an authorized capital stock consisting of 100 shares of common stock, One Dollar par value, of which 100 shares have been duly issued and are now outstanding and held by Bacou USA, Inc.; and

WHEREAS, the respective Directors of the Constituent Corporations unanimously deem it advisable and in the best interests of the two corporate parties and their respective shareholders that the Merged Corporation be merged into the Surviving Corporation (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. Merger. The Merged Corporation shall merge with and into the Surviving Corporation, which shall be the surviving corporation under the name "Pro-Tech Respirators, Inc."

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Merged Corporation, without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation, and neither the rights of creditors nor any liens on the property of the Merged Corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the Merged Corporation into shares of the Surviving Corporation are as follows:

(a) At the effective time of the Merger each share of capital stock of the Surviving Corporation outstanding immediately prior to the Merger shall continue to exist and remain outstanding after the effective time of the Merger.

(b) The 100 shares of the common stock of the Merged Corporation which shall be outstanding immediately prior to the Merger, shall by virtue of the Merger and at the effective

time of the Merger be converted into 3,600 shares of Class A common stock and 450 shares of the Class B common stock of the Surviving Corporation respectively.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect on the date of the merger shall continue to be the Articles of Incorporation of the Surviving Corporation following the effective date of the merger provided, however; that such Articles shall be amended to change the name of the Surviving Corporation to "Pro-Tech Respirators, Inc."

5. Bylaws of Surviving Corporation. The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

6. Purposes of Surviving Corporation. The purposes set forth in the Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger, shall continue in full force and effect as the corporate purposes of the Surviving Corporation following the effective date of the merger.

7. Directors and Officers. The Directors and Officers of the Surviving Corporation on the effective date of the merger shall continue as the Directors and Officers of the Surviving Corporation following the merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

8. Approval of Shareholders. This Agreement shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Connecticut Business Corporation Act, and the merger of the Merged Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Merged Corporation.

9. Effective Date of the Merger.

(a) This Agreement and the merger shall become effective on May 30, 1997.

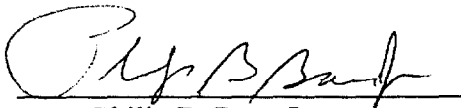
(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

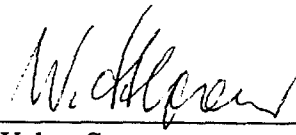
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IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the respective Directors of the Constituent Corporations, has caused this Agreement to be executed by its President and attested by its Secretary and its corporate seal to be hereunto affixed.

ATTEST:

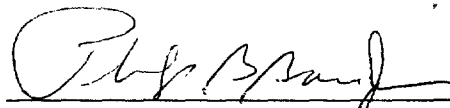
Comasec Holdings, Inc.
(a Connecticut corporation)



Philip B. Barr, Jr.
Secretary

By: 
Walter Stepan
Chairman and CEO

ATTEST:

Pro-Tech Respirators, Inc.
(a Rhode Island corporation)


Philip B. Barr, Jr.
Secretary

By: 
Walter Stepan
Chairman and CEO