

12-16-1999

Docket No.:

T001217; T001290 -3



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To the Honorable Commissioner of Patents and Trademarks Attached original documents or copy thereof.

1. Name of conveying party(ies):

Pro-Tech Respirators, Inc.

- Individual(s)
- General Partnership
- Corporation-State **Connecticut**
- 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: **Pro-Tech Respirators, Inc.**

Internal Address:

Street Address: **10 Thurber Boulevard**

City: **Smithfield** State: **RI** ZIP: **02917-**

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,727,175 PRO-FIT **2,057,323 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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01 FC:481 40.00 DP
02 FC:482 25.00 DP

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: **8**

CERTIFICATE OF MERGER

OF

PRO-TECH RESPIRATORS, INC.

AND

PRO-TECH RESPIRATORS, INC.

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 Connecticut (hereinafter referred to as "Pro-Tech Respirators, Inc. (CT)"), which is to be the terminating corporation, and Pro-Tech Respirators, Inc., which is a business corporation organized under the laws of the State of Delaware (hereinafter referred to as "Pro-Tech Respirators, Inc. (DE)"), 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. (CT) with and into Pro-Tech Respirators, Inc. (DE) as approved by resolution of the Board of Directors of each of said merging corporations.

3. In respect of Pro-Tech Respirators, Inc. (CT), 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 Plan of Merger herein provided for are as follows:

- | | | |
|-----|--|--|
| (a) | Designation of shares of voting group: | 20,000 Shares
Class A
Common Stock |
| (b) | Number of outstanding shares of voting group: | 10,000 |
| (c) | Number of votes of voting group entitled to be cast on the Plan of Merger: | 10,000 |

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4. In respect of Pro-Tech Respirators, Inc. (CT), 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: | 20,000 Shares
Class A
Common Stock |
| (b) | Number of undisputed votes of voting group cast for the Plan of Merger: | 10,000 |

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. (DE), the Agreement and Plan of Merger was adopted by unanimous written consent of the Board of Directors. The approval of the shareholders of Pro-Tech Respirators, Inc. (DE) was not required under the laws of the State of Delaware, there being no shares of stock issued at that time.

7. The merger of Pro-Tech Respirators, Inc. (CT) with and into Pro-Tech Respirators, Inc. (DE) is permitted by the laws of the jurisdiction of organization of Pro-Tech Respirators, Inc. (DE) and has been authorized in compliance with said laws.

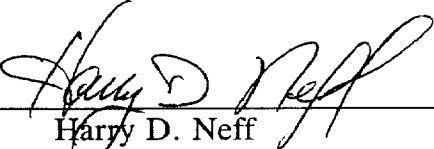
8. The Agreement and Plan of Merger provides that Pro-Tech Respirators, Inc. (DE) will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware.

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

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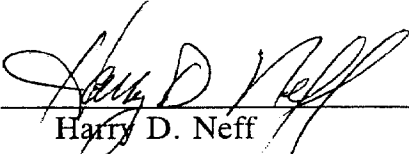
Executed on *May 30*, 1997.

Pro-Tech Respirators, Inc., a Connecticut corporation

By: 

Harry D. Neff
President and Chief Operating
Officer

Pro-Tech Respirators, Inc., a Delaware 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 "Agreement") dated as of the 30th day of May, 1997 between Pro-Tech Respirators, Inc., a Delaware corporation (hereinafter referred to as the "Surviving Corporation") and Pro-Tech Respirators, Inc., a Connecticut corporation (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 Delaware; and

WHEREAS, the Surviving Corporation has no authorized capital stock; and

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

WHEREAS, the Merged 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

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 under and pursuant to Section 252 of the General Corporation Law of the State of Delaware.

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.

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) Each share of each class of capital stock of the Merged Corporation issued and outstanding on the effective date of the merger shall, as of the effective date, be converted into 100 shares of the common stock of the Surviving Corporation at One Dollar par value.

4. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as in effect on the date of the merger shall continue to be the Certificate of Incorporation of the Surviving Corporation following the effective date of the merger.

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 Certificate 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 does not require the approval of the sole stockholder of the Surviving Corporation because the Agreement has been adopted pursuant to Section 251(f) of the Delaware General Corporation Law, and no shares of stock of the Surviving Corporation were issued prior to the adoption by the Surviving Corporation's board of directors of the resolution approving this Agreement, as required under the second sentence of said subsection.

9. Effective Date of the Merger.

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

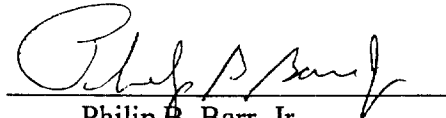
(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities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

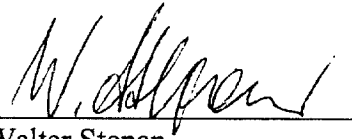
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IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the respective Directors of the Constituent Corporations, has caused this Agreement to be executed by its President and attested by its Secretary and its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

ATTEST:

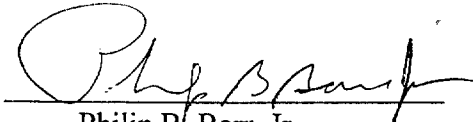
Pro-Tech Respirators, Inc.
(a Delaware corporation)

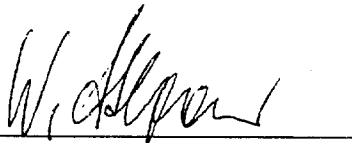

Philip B. Barr, Jr.
Secretary

By: 
Walter Stepan
Chairman and CEO

ATTEST:

Pro-Tech Respirators, Inc.
(a Connecticut corporation)


Philip B. Barr, Jr.
Secretary

By: 
Walter Stepan
Chairman and CEO