

09-09-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies): GiLa River Products, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

2. Name and address of receiving party(ies) Name: Martin Processing, Inc. Internal Address: P.O. Box 5068 Street Address: City: Martinsville State: VA Zip: 24115 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: September 30, 1991

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 number(s): A. Trademark Application No.(s) None B. Trademark Registration No.(s) See Schedule A Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 5

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mark I. Feldman Internal Address: Piper Rudnick Street Address: P.O. Box 64807 City: Chicago State: IL Zip: 60664-0807

7. Total fee (37 CFR 3.41) \$ 140.00 Enclosed Any additional fees are Authorized to be charged to deposit account

8. Deposit account number: 18-2284

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.

Mark I. Feldman Name of Person Signing

Signature

9-4-02 Date

DLD

Total number of pages including cover sheet, attachments, and document: 20

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

09/10/2002 6TOM11 00000020 1208135

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TRADEMARK REEL: 002577 FRAME: 0605

9-9-02

SCHEDULE A

MARK	REG. NO.	REG. DATE
GILA	1208135	9/14/82
GILA	1291584	8/28/84
GILA GRAPHICS	1276080	5/1/84
GILA RIVER	1299159	10/9/84
GILA RIVER (AND DESIGN)	1291577	8/28/84

ARTICLES AND AGREEMENT OF MERGER

OF

GILA RIVER PRODUCTS, INC. (A DELAWARE CORPORATION),
ANDUS, INC. (A DELAWARE CORPORATION), AND
COURTAULDS PERFORMANCE FILMS OF VIRGINIA, INC.
(A VIRGINIA CORPORATION)

INTO

MARTIN PROCESSING, INC. (A DELAWARE CORPORATION)

THESE ARTICLES AND AGREEMENT OF MERGER are entered into on September 24, 1991, by Gila River Products, Inc. ("Gila"), a business corporation of the State of Delaware, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, Andus, Inc. ("Andus"), a business corporation of the State of Delaware, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, Courtaulds Performance Films of Virginia, Inc. ("Courtaulds"), a business corporation of the Commonwealth of Virginia and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, and Martin Processing, Inc., ("Martin"), a business corporation of the State of Delaware, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date.

WHEREAS, Gila, Andus and Martin are each business corporations incorporated under the laws of the State of Delaware with their registered offices located at 1209 Orange Street, Wilmington, Delaware, 19901, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Gila has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, the total number of shares of stock which Andus has authority to issue is 70,000, all of which are of one class, without par value; and

WHEREAS, the total number of shares of stock which Martin has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Courtaulds is a business corporation incorporated under the laws of the Commonwealth of Virginia with its registered office located at 105 Franklin Road, S.W., Roanoke, Virginia, 24011, City of Roanoke, Commonwealth of Virginia; and

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WHEREAS, the total number of shares of stock which Courtaulds has authority to issue is 5,000, all of which are of one class and without par value; and

WHEREAS, the Stock Corporation Act of the Commonwealth of Virginia permits a merger of a business corporation incorporated in the Commonwealth of Virginia 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, Gila, Andus, Courtaulds and Martin and the respective Boards of Directors and Shareholders of each deem it advisable and to the advantage, welfare and best interests of said corporations and their stockholders to merge Gila, Andus and Courtaulds into Martin, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by said corporations and approved by a resolution adopted by each of their respective Boards of Directors and Shareholders, these Articles and Agreement of Merger state as follows:

I. PLAN OF MERGER

1.1 Merger. Gila, Andus and Courtaulds (collectively the "Terminating Corporations") shall, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia and pursuant to the provisions of the General Corporation Law of the State of Delaware be merged with and into Martin (the "Surviving Corporation"), which shall be the surviving corporation from and after the Effective Date, as hereinafter defined.

1.2 Name of the Surviving Corporation. From and after the Effective Date, the name of the Surviving Corporation shall be "Courtaulds Performance Films, Inc."

1.3 Effect of the Merger. The separate existence of the Terminating Corporations shall cease at the Effective Date in accordance with the provisions of the Stock Corporation Act of the Commonwealth of Virginia and in accordance with the provisions of the General Corporation Law of the State of Delaware.

1.4 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation, except that Article "First" relating to the name of the corporation is hereby amended by deleting Article "First" in its entirety and replacing therefor the following:

"FIRST: The name of the corporation (which is herein referred to as the Company) shall be Courtaulds Performance Films, Inc."

1.5 Bylaws. The present bylaws of the Surviving Corporation will be the bylaws of the 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.

1.6 Directors. The directors of the Surviving Corporation in office at the Effective Date shall be the members of the Board of Directors of the Surviving Corporation, to serve until the election and qualification of their successors.

1.7 Officers. The officers of the Surviving Corporation in office at the Effective Date shall be the officers of the Surviving Corporation, to serve until the election and qualification of their successors.

1.8 Common Stock of Terminating Corporations. On the Effective Date, by virtue of the merger and without any action on the part of any holder thereof, each share of capital stock of each Terminating Corporation outstanding immediately prior thereto shall be surrendered and extinguished. Every share of treasury stock of each Terminating Corporation shall also be canceled.

1.9 Common Stock of Surviving Corporation. On the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of capital stock of the Surviving Corporation shall remain unchanged, and shall continue to represent one issued share of the Surviving Corporation.

1.10. Effective Date. The merger provided for herein shall be effective on September 30, 1991 at 11:59 p.m.

1.11. Further Assurances. From time to time, as and when required by the Surviving Corporation or its successors and assigns, there shall be executed and delivered on behalf of the Terminating Corporations such deeds and other instruments, and

there shall be taken or caused to be taken by them such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Corporation, the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authorities of each of the Terminating Corporations, and otherwise to carry out the purposes of this Plan of Merger, and the Officers and Directors of the Surviving Corporation are fully authorized in the name of and on behalf of each of the Terminating Corporations or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

1.12. Abandonment. At any time before the Effective Date, this Plan of Merger may be terminated and the merger abandoned by the Board of Directors of the Surviving Corporation or of any of the Terminating Corporations, or both, notwithstanding approval of this Plan of Merger by the shareholders of the Surviving Corporation and the Terminating Corporations.

II. Shareholder Approval

These Articles and Agreement of Merger were adopted by the unanimous consent of the shareholders of each of Gila River Products, Inc., Andus, Inc., Courtaulds Performance Films of Virginia, Inc., and Martin Processing, Inc.

III. Effective Date of Articles and Agreement of Merger

These Articles and Agreement of Merger shall become effective at 11:59 p.m. on September 30, 1991.


IN WITNESS WHEREOF, the undersigned declare that the facts herein stated are true as of September 24, 1991.

GILA RIVER PRODUCTS, INC.,
a Delaware Corporation

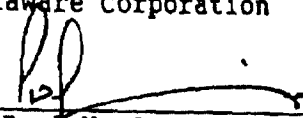
By: 

Paul W. Jennings,
Its Vice-President

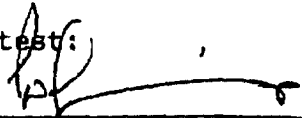
Attest:


Martha T. Wagner,
Its Assistant Secretary

ANDUS, INC.,
a Delaware Corporation

By: 
Paul W. Jennings,
Its Vice-President


Attest:


Paul W. Jennings,
Its Secretary

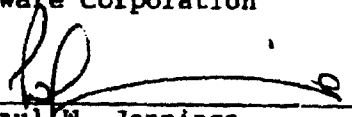
COURTAULDS PERFORMANCE FILMS OF
VIRGINIA, INC.,
a Virginia Corporation

By: 
Paul W. Jennings,
Its Vice-President


Attest:


Paul W. Jennings,
Its Secretary

MARTIN PROCESSING, INC.,
a Delaware Corporation

By: 
Paul W. Jennings,
Its Vice-President

Attest:


Martha T. Wagner,
Its Secretary

COMMONWEALTH OF VIRGINIA

County OF Henry

The foregoing instrument was acknowledged before me this 24 day of September, 1991, by Paul W. Jennings, Vice President of Gila River Products, Inc., on behalf of the Corporation, and attested by Martha T. Wagner, Assistant Secretary of Gila River Products, Inc.

My commission expires: Nov. 30, 1993
Jena E. Painter
Notary Public

COMMONWEALTH OF VIRGINIA

County OF Henry

The foregoing instrument was acknowledged before me this 24 day of September, 1991, by Paul W. Jennings, Vice-President of Andus, Inc., on behalf of the Corporation, and attested by Paul W. Jennings, Secretary of Andus, Inc.

My commission expires: Nov. 30, 1993
Jena E. Painter
Notary Public

COMMONWEALTH OF VIRGINIA

County OF Henry

The foregoing instrument was acknowledged before me this 24 day of September, 1991, by Paul W. Jennings, Vice-President of Courtaulds Performance Films of Virginia, Inc., on behalf of the Corporation, and attested by Paul W. Jennings, Secretary of Courtaulds Performance Films of Virginia, Inc.

My commission expires: Nov. 30, 1993
Jena E. Painter
Notary Public

COMMONWEALTH OF VIRGINIA

County OF Henry

The foregoing instrument was acknowledged before me this 24 day of September, 1991, by Paul W. Jennings, Vice-President of Martin Processing, Inc., on behalf of the Corporation, and attested by Martha T. Wagner, Secretary of Martin Processing, Inc.

My commission expires:

Nov. 30, 1993
June E. Painter
Notary Public

CERTIFICATE OF SECRETARY
OF
GILA RIVER PRODUCTS, INC.

The undersigned, being the Secretary of Gila River Products, Inc. (the "Corporation") does hereby certify that the holders of all of the outstanding stock of the Corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Articles and Agreement of Merger.

Gila River Products, Inc.

By: Martha T. Wagner
Martha T. Wagner
Its Assistant Secretary

Dated: September 24, 1991

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TRADEMARK
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CERTIFICATE OF SECRETARY

OF

ANDUS, INC.

The undersigned, being the Secretary of Andus Corporation (the "Corporation") does hereby certify that the holders of all of the outstanding stock of the Corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia, to the adoption of the foregoing Articles and Agreement of Merger.

Andus, Inc.

By: 

Paul W. Jennings
Its Secretary

Dated: September 24, 1991

M#70128

TRADEMARK
REEL: 002577 FRAME: 0615

CERTIFICATE OF SECRETARY

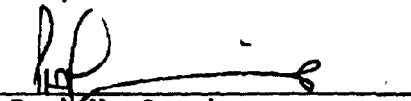
OF

COURTAULDS PERFORMANCE FILMS OF VIRGINIA, INC.

The undersigned, being the Secretary of Courtaulds Performance Films of Virginia, Inc. (the "Corporation") does hereby certify that the holders of all of the outstanding stock of the Corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia, to the adoption of the foregoing Articles and Agreement of Merger.

Courtaulds Performance Films of
Virginia, Inc.

By:


Paul W. Jennings
Its Secretary

Dated: September 24, 1991

M#70128

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REEL: 002577 FRAME: 0616

CERTIFICATE OF SECRETARY

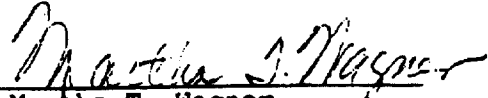
OF

MARTIN PROCESSING, INC.

The undersigned, being the Secretary of Martin Processing, Inc. (the "Corporation") does hereby certify that the holders of all of the outstanding stock of the Corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Articles and Agreement of Merger.

MARTIN PROCESSING, INC.

By:


Martha T. Wagner
Its Secretary

Dated: September 24, 1991

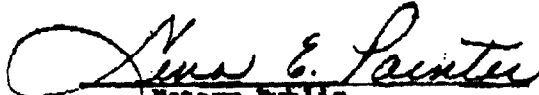
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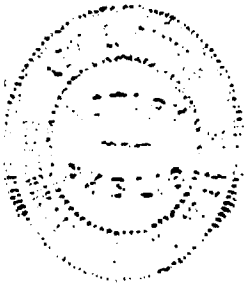
COMMONWEALTH OF VIRGINIA }
COUNTY OF HENRY }

BE IT REMEMBERED that, on February 21, 1992, before me, a Notary Public, duly authorized by law to take acknowledgment of deeds, personally came PAUL W. JENNINGS, Vice-President of COURTAULDS PERFORMANCE FILMS, INC., who duly signed the foregoing instrument before me and acknowledged that such signing is his act and deed, that such instrument as executed is the act and deed of said corporation, and that the facts stated therein are true.

GIVEN under my hand on February 21, 1992.


Notary Public

My Commission Expires: 11/30/93



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ARTICLES AND AGREEMENT OF MERGER

EXHIBIT A

OF

GILA RIVER PRODUCTS, INC. (A DELAWARE CORPORATION),
ANDUS CORPORATION (A CALIFORNIA CORPORATION), AND
COURTAULDS PERFORMANCE FILMS OF VIRGINIA, INC.
(A VIRGINIA CORPORATION)

INTO

MARTIN PROCESSING, INC. (A DELAWARE CORPORATION)

THESE ARTICLES AND AGREEMENT OF MERGER are entered into on September 24, 1991, by Gila River Products, Inc. ("Gila"), a business corporation of the State of Delaware, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, Andus Corporation ("Andus"), a business corporation of the State of California, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, Courtaulds Performance Films of Virginia, Inc. ("Courtaulds"), a business corporation of the Commonwealth of Virginia and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, and Martin Processing, Inc., ("Martin"), a business corporation of the State of Delaware, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date.

WHEREAS, Gila and Martin are both business corporations incorporated under the laws of the State of Delaware with their registered offices located at 1209 Orange Street, Wilmington, Delaware, 19901, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Gila has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Andus is a business corporation incorporated under the laws of the State of California with its registered office located at 21034 Osborne Street, Canoga Park, California, 91304, City of Canoga Park; and

WHEREAS, the total number of shares of stock which Andus has authority to issue is 1,000,000 shares of common stock and 1,000,000 shares of preferred stock; and

WHEREAS, the total number of shares of stock which Martin has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Courtaulds is a business corporation incorporated under the laws of the Commonwealth of Virginia with its registered office located at 105 Franklin Road, S.W., Roanoke, Virginia, 24011, City of Roanoke, Commonwealth of Virginia; and

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WHEREAS, the total number of shares of stock which Courtaulds has authority to issue is 5,000, all of which are of one class and without par value; and

WHEREAS, the Stock Corporation Act of the Commonwealth of Virginia permits a merger of a business corporation incorporated in the Commonwealth of Virginia 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, the State of California permits the merger of a business corporation of another jurisdiction with and into a business corporation of another jurisdiction; and

WHEREAS, Gila, Andus, Courtaulds and Martin and the respective Boards of Directors and Shareholders of each deem it advisable and to the advantage, welfare and best interests of said corporations and their stockholders to merge Gila, Andus and Courtaulds into Martin, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia and pursuant to the provisions of the General Corporation Law of the State of Delaware and State of California upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by said corporations and approved by a resolution adopted by each of their respective Boards of Directors and Shareholders, these Articles and Agreement of Merger state as follows:

I. PLAN OF MERGER

1.1 Merger. Gila, Andus and Courtaulds (collectively the "Terminating Corporations") shall, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia and pursuant to the provisions of the General Corporation Law of the State of Delaware and State of California be merged with and into Martin (the "Surviving Corporation"), which shall be the surviving corporation from and after the Effective Date, as hereinafter defined.

1.2 Name of the Surviving Corporation. From and after the Effective Date, the name of the Surviving Corporation shall be "Courtaulds Performance Films, Inc."

1.3 Effect of the Merger. The separate existence of the Terminating Corporations shall cease at the Effective Date in accordance with the provisions of the Stock Corporation Act of the Commonwealth of Virginia and in accordance with the provisions of the General Corporation Law of the State of Delaware and State of California.

1.4 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation, except that Article "First" relating to the name of the corporation is hereby amended by deleting Article "First" in its entirety and replacing therefor the following:

"FIRST: The name of the corporation (which is herein referred to as the Company) shall be Courtaulds Performance Films, Inc."

1.5 Bylaws. The present bylaws of the Surviving Corporation will be the bylaws of the 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.

1.6 Directors. The directors of the Surviving Corporation in office at the Effective Date shall be the members of the Board of Directors of the Surviving Corporation, to serve until the election and qualification of their successors.

1.7 Officers. The officers of the Surviving Corporation in office at the Effective Date shall be the officers of the Surviving Corporation, to serve until the election and qualification of their successors.

1.8 Common Stock of Terminating Corporations. On the Effective Date, by virtue of the merger and without any action on the part of any holder thereof, each share of capital stock of each Terminating Corporation outstanding immediately prior thereto shall be surrendered and extinguished. Every share of treasury stock of each Terminating Corporation shall also be canceled.

1.9 Common Stock of Surviving Corporation. On the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of capital stock of the Surviving Corporation shall remain unchanged, and shall continue to represent one issued share of the Surviving Corporation.

1.10. Effective Date. The merger provided for herein shall be effective on September 30, 1991 at 11:59 p.m.

1.11. Further Assurances. From time to time, as and when required by the Surviving Corporation or its successors and assigns, there shall be executed and delivered on behalf of the Terminating Corporations such deeds and other instruments, and

there shall be taken or caused to be taken by them such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Corporation, the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authorities of each of the Terminating Corporations, and otherwise to carry out the purposes of this Plan of Merger, and the Officers and Directors of the Surviving Corporation are fully authorized in the name of and on behalf of each of the Terminating Corporations or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

1.12. Abandonment. At any time before the Effective Date, this Plan of Merger may be terminated and the merger abandoned by the Board of Directors of the Surviving Corporation or of any of the Terminating Corporations, or both, notwithstanding approval of this Plan of Merger by the shareholders of the Surviving Corporation and the Terminating Corporations.

II. Shareholder Approval

These Articles and Agreement of Merger were adopted by the unanimous consent of the shareholders of each of Gila River Products, Inc., Andus Corporation, Courtaulds Performance Films of Virginia, Inc., and Martin Processing, Inc.

III. Effective Date of Articles and Agreement of Merger

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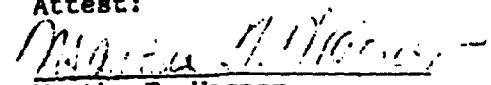
IN WITNESS WHEREOF, the undersigned declare that the facts herein stated are true as of September 24, 1991.

GILA RIVER PRODUCTS, INC.,
a Delaware Corporation

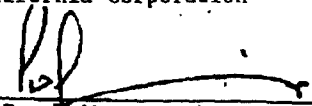
By: 

Paul W. Jennings,
Its Vice-President

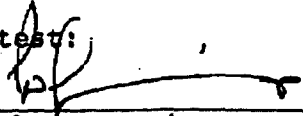
Attest:


Martha T. Wagner,
Its Assistant Secretary

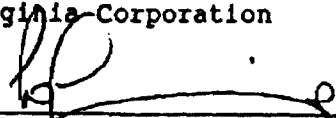
ANDUS CORPORATION
a California Corporation

By: 
Paul W. Jennings,
Its Vice-President


Attest:


Paul W. Jennings,
Its Secretary

COURTAULDS PERFORMANCE FILMS OF
VIRGINIA, INC.,
a Virginia Corporation

By: 
Paul W. Jennings,
Its Vice-President

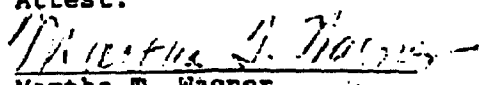
Attest:


Paul W. Jennings,
Its Secretary

MARTIN PROCESSING, INC.,
a Delaware Corporation

By: 
Paul W. Jennings,
Its Vice-President

Attest:


Martha T. Wagner,
Its Secretary

M#69926

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