

1.1810

RE

08-16-2000



COVER SHEET  
Y

OMB No. 0651-0011 (exp. 4/94)

101433922

To the Honorable Commissioner of Patents, the attached original documents or copy thereof.

1. Name of conveying party(ies): EIFFEL DESIGN, INC.

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

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

Name: Travelpro International, Inc.

Internal Address:

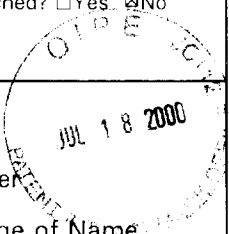
Street Address: 700 Banyan Trail

Boca Raton, FL 33431

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

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



Execution Date: October 29, 1999

4. Application number(s) or patent number(s):

If this document is being filed with a new application, the execution date of the application is:

A. Patent Application No.(s)

B. Patent No.(s)

5,398,807

Additional numbers attached?  Yes  No

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

Name: Robert J. Sacco, Esq.

Internal Address: \_\_\_\_\_

Street Address: QUARLES & BRADY LLP  
222 Lakeview Avenue, Ste.  
P.O. Box 3188  
West Palm Beach, FL 33402-3188

6. Total number of applications and patents involved:

1

7. Total Fee (37 CFR 34) .....\$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number

17-0055

(Attach duplicate copy of this page if paying by deposit account)

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 D. Passler, Reg. No. 40,764

Date 7/11/00

Docket No. 6812-22

Total number of pages including cover sheet: 12

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

08/15/2000 MTHA11 00000135 5398807

01 FC:581

40.00 00

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on November 5, 1999, for TRAVELPRO INTERNATIONAL, INC. doing business in Florida as TRAVELPRO INTERNATIONAL OF SOUTH FLORIDA, INC., the surviving Delaware entity, as shown by the records of this office.

The document number of this corporation is F99000005493.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Fifth day of November, 1999



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

ARTICLES OF MERGER

of

EIFFEL DESIGN, INC.,  
a Florida corporation,

with and into

TRAVELPRO INTERNATIONAL, INC.,  
a Delaware corporation

FILED  
99 NOV -5 AM 9 49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. Eiffel Design, Inc., a Florida corporation ("Eiffel"), shall be merged with and into Travelpro International, Inc., a Delaware corporation ("Travelpro"), which shall be the surviving corporation in the merger.

2. The Agreement and Plan of Merger dated as of October 29, 1999 (the "Plan of Merger") was approved (i) by Eiffel in accordance with the applicable provisions of the Florida Business Corporation Act and (ii) by Travelpro in accordance with the applicable provisions of the Delaware General Corporation Law. The Plan of Merger is attached to these Articles of Merger as Exhibit A.

3. The merger shall be effective as of the date and time of the filing of the Certificate of Merger of Eiffel Design, Inc. with and into Travelpro International, Inc. with the Delaware Secretary of State.

4. The Plan of Merger was adopted by the shareholders of Eiffel on October 29, 1999 and by the sole stockholder of Travelpro on October 29, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Eiffel and Travelpro as of October 29, 1999.

[SIGNATURES ON NEXT PAGE.]

EIFFEL DESIGN, INC.

By: Melinda Earley  
Name: Melinda Earley  
Title: Vice President and Secretary

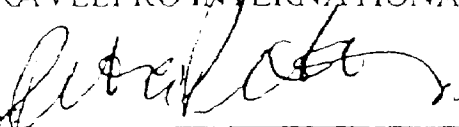
TRAVELPRO INTERNATIONAL, INC.

By: \_\_\_\_\_  
Name: Peter Petrillo  
Title: Vice President and Secretary

EIFFEL DESIGN, INC.

By: \_\_\_\_\_  
Name: Melinda Earley  
Title: Vice President and Secretary

TRAVELPRO INTERNATIONAL, INC.

By:  \_\_\_\_\_  
Name: Peter Petrillo  
Title: Vice President and Secretary

**AGREEMENT AND PLAN  
OF MERGER BETWEEN  
EIFFEL DESIGN, INC. d/b/a TRAVELPRO  
AND  
TRAVELPRO INTERNATIONAL, INC.**

WITNESSETH:

WHEREAS, Travelpro International, Inc. ("Travelpro International") is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, Eiffel Design, Inc. d/b/a Travelpro ("Travelpro") is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the Board of Directors of each of Travelpro International and Travelpro deems it desirable, upon the terms and subject to the conditions herein stated, that Travelpro be merged with and into Travelpro International, and that Travelpro International be the surviving corporation (the "Merger"); and

WHEREAS, pursuant to this Agreement and Plan, upon the effectiveness of the Merger, each share of Travelpro will be converted into one share of Travelpro International and any outstanding shares of Travelpro International shall be cancelled without consideration therefor.

NOW, THEREFORE, it is agreed as follows:

## Section 1

### Conversion of Stock

1.1 At the Effective Time (as hereinafter defined), Travelpro shall be merged with and into Travelpro International, with Travelpro International as the sole surviving corporation (the "Surviving Corporation").

1.2 At the Effective Time:

(a) Each then-outstanding share of capital stock of Travelpro shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of common stock of the Surviving Corporation.

(b) Each then-outstanding share of common stock of Travelpro International shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no consideration shall be issued in respect thereof.

## Section 2

### Effective Time

2.1 If this Agreement and Plan of Merger is duly adopted by the stockholders of each of Travelpro International and Travelpro and is not terminated in accordance with Section 5 hereof, a certificate of merger reflecting this Agreement and Plan of Merger shall be filed with the Secretary of State of the State of Delaware, and a certificate of merger reflecting this Agreement and Plan of Merger shall be filed with the Secretary of State of the State of Florida.

2.2 The Merger shall become effective (the "Effective Time") at the time of the filing of said certificates of merger with the Secretary of State of the State of Delaware and with the Secretary of State of the State of Florida (or such later time as may be specified therein).

### Section 3

#### Certificate of Incorporation and By-Laws

3.1 At the Effective Time, the Certificate of Incorporation of Travelpro International, as amended through the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until further amended as provided by law.

3.2 At the Effective Time, the By-laws of Travelpro International, as amended through the Effective Time, shall be the By-laws of the Surviving Corporation until further amended in accordance with the provisions thereof and of applicable law.

### Section 4

#### Directors and Officers

4.1 The directors and officers of Travelpro immediately prior to the Effective Time of the Merger shall be the directors and officers, respectively, of the Surviving Corporation.

### Section 5

#### Amendment and Termination

5.1 At any time prior to the Effective Time, notwithstanding approval of this Agreement and Plan of Merger by the stockholders of Travelpro International or Travelpro, this Agreement and Plan of Merger may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly approved by the Board of Directors of each of Travelpro International and Travelpro.



5.2 At any time prior to the Effective Time, notwithstanding approval of this Agreement and Plan of Merger by the stockholders of Travelpro International or Travelpro, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of Travelpro.

#### Section 6

#### Governing Law

6.1 This Agreement and Plan of Merger shall be governed and construed in accordance with the laws of the State of Delaware, without regard to principles of conflicts of laws.

IN WITNESS WHEREOF, Travelpro International and Travelpro have caused

this Agreement and Plan of Merger to be executed by its duly authorized officers, as of the 29th  
day of October, 1999.

EIFFEL DESIGN, INC. d/b/a TRAVELPRO

By: Melinda Earley  
Name: Melinda Earley  
Title: Chief Financial Officer

TRAVELPRO INTERNATIONAL, INC.

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, Travelpro International and Travelpro have caused

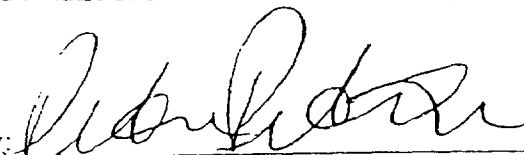
this Agreement and Plan of Merger to be executed by its duly authorized officers, as of the 29th

day of October, 1999.

EIFFEL DESIGN, INC. d/b/a TRAVELPRO

By: \_\_\_\_\_  
Name:  
Title:

TRAVELPRO INTERNATIONAL, INC.

By:   
Name: Peter Perillo  
Title: Vice President and Secretary

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"EIFFEL DESIGN, INC.", A FLORIDA CORPORATION,

WITH AND INTO "TRAVELPRO INTERNATIONAL, INC." UNDER THE NAME OF "TRAVELPRO INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF NOVEMBER, A.D. 1999, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3046202 8100M

991468570

AUTHENTICATION: 0066701

DATE: 11-05-99