

09-22-2000

COVER SHEET

U.S. DEPARTMENT OF COMMERCE

ONLY

8-31-00

Patent and Trademark Office



Tab settings

To the Honorable Commission

101467866

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Green Tree Chemical Technologies, Inc.

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

Name: Rite-Off, Inc.

Internal Address:

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

3. Nature of conveyance:

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

Street Address: 105 Park Avenue

Seaford Industrial Park

City: Seaford State: DE ZIP: 19973

Execution Date: June 19, 2000

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

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

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

A. Patent Application No.(s)

B. Patent No.(s)

5254603

4752502

Additional numbers attached?  Yes  No

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

Name: Christopher A. Rossi, Esquire

Internal Address:

Street Address: 1235 Westlakes Drive, Suite 400

City: Berwyn State: PA ZIP: 19312-2401

6. Total number of applications and patents involved: 2

7. Total fee (37 CFR 3.41) ..... \$ 80.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

50-0436

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

DO NOT USE THIS SPACE

09/21/2000 MTHAI1 00000155 5254603

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.

Mindy Ellis Schwartz

Name of Person Signing

Mindy Ellis Schwartz

Signature

August 31, 2000

Date

Total number of pages including cover sheet, attachments, and document: 05

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

Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"GREEN TREE CHEMICAL TECHNOLOGIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RITE-OFF, INC." UNDER THE NAME OF "GREEN TREE CHEMICAL TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JUNE, A.D. 2000, AT 12 O'CLOCK P.M.

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

2123733 8100M

001309393



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

0505341

AUTHENTICATION:

06-19-00

DATE:

PATENT

REEL: 011077 FRAME: 0907

STATE OF DELAWARE 6-22-04  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 06/19/2000  
001309393 - 2123733

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
GREEN TREE CHEMICAL TECHNOLOGIES, INC.  
INTO  
RITE-OFF, INC.**

RITE-OFF, INC. (the "Corporation"), a corporation duly organized and validly existing under the laws of the state of Delaware, does hereby certify:

FIRST: That the Corporation owns of all of the outstanding stock of Green Tree Chemical Technologies, Inc., a Delaware corporation (the "Subsidiary").

SECOND: That the Corporation, by the following resolutions adopted by unanimous written consent of directors of the Corporation on June 16, 2000, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of the State of Delaware does, merge Subsidiary into Corporation and change the Corporation's name to Green Tree Chemical Technologies, Inc.:

"WHEREAS, the Corporation is the owner of all of the issued and outstanding shares of capital stock of GREEN TREE CHEMICAL TECHNOLOGIES, INC., a Delaware corporation (the "Subsidiary"); and

WHEREAS, this Corporation desires the Subsidiary to merge with and into the Corporation pursuant to the provision of 8 Del. C. § 253 (the "Merger"); and

WHEREAS, the Corporation desires to change its corporate name to GREEN TREE CHEMICAL TECHNOLOGIES, INC. effective upon the filing of this Certificate of Ownership and Merger with the Secretary of the State of Delaware, pursuant to the provision of 8 Del. C. § 253(b).

NOW, THEREFORE, BE IT

RESOLVED, that effective upon the filing of a Certificate of Ownership and Merger incorporating these resolutions with the Secretary of the State of Delaware (the "Effective Time"), but is subject to the approval of the stockholders of this Corporation, the Subsidiary shall merge into the Corporation, which will be the surviving corporation and will thereby assume all obligations of the of the Subsidiary; and it is further

RESOLVED, that at the Effective Time, each share of the Subsidiary's common stock shall be canceled and extinguished; and it is

further

**RESOLVED**, that the Merger shall be submitted to the stockholders of the Corporation and that upon receiving the unanimous written consent of such stockholders, the Merger shall be approved; and it is further

**RESOLVED**, that the President of the Corporation be, and he hereby is, authorized to certify a Certificate of Ownership and Merger setting forth a copy of the foregoing resolutions, and to cause the same to be filed with the Secretary of the State of Delaware and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect the Merger; and it is further

**RESOLVED**, that, pursuant to 8 Del. C. § 253(b), the certificate of incorporation of the Corporation be amended by deleting Article FIRST thereof and substituting therefor the following:

**'FIRST: The name of the corporation is Green Tree Chemical Technologies, Inc.'**

**THIRD: That the merger has been adopted, approved, certified, executed, and acknowledged by the holders of all issued and outstanding shares of the Corporation's capital stock by unanimous written consent in accordance with 8 Del. C. § 228(a).**

**[Signature Page Follows]**

**IN WITNESS WHEREOF**, Bruce Edge, President of RITE-OFF, INC., has executed this Certificate of Ownership and Merger this 16<sup>th</sup> day of June, 2000, and does hereby certify under penalties of perjury, that said certificate is the act and deed of the undersigned and the statement made herein are true.

  
\_\_\_\_\_  
Bruce Edge, President

3000 Two Logan Square  
Eighteenth and Arch Streets  
Philadelphia, PA 19103-2799  
215.981.4000  
Fax 215.981.4750

215.981.4714  
schwartzm@pepperlaw.com

August 31, 2000

**VIA EXPRESS MAIL NO. EL702154763US**

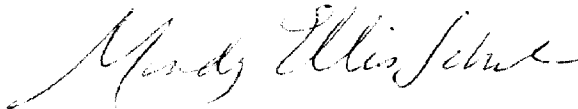
Commissioner of Patents and Trademarks  
BOX ASSIGNMENTS  
Washington, DC 20231

Re: Merger of Green Tree Chemical Technologies, Inc.  
into Rite-Off, Inc.

Dear Sir:

On behalf of Green Tree Chemical Technologies, Inc., I am enclosing for recording one (1) Recordation Form Cover Sheet, a photocopy of the Merger document and the filing fee of \$80.00.

Sincerely yours,



Mindy Ellis Schwartz

Enclosures

cc: Christopher A. Rossi, Esquire

PHLEGAL: #949768 v1 (KC%G01!.WPD)

Philadelphia, Pennsylvania

Washington, D.C.

Detroit, Michigan

New York, New York

Pittsburgh, Pennsylvania

Wilmington, Delaware

Harrisburg, Pennsylvania

Berwyn, Pennsylvania

Cherry Hill, New Jersey

www.pepperlaw.com

**PATENT**  
**REEL: 011077 FRAME: 0911**

**RE: Recordation Form for Merger**  
**Patent No.(s): 5254603 and 4752502**

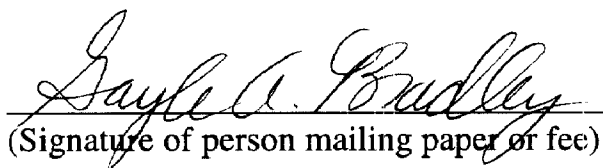
“EXPRESS MAIL” MAILING LABEL NUMBER: EL702154763US

DATE OF DEPOSIT: August 31, 2000

I HEREBY CERTIFY THAT THIS PAPER OR FEE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE “EXPRESS MAIL POST OFFICE TO ADDRESSEE” SERVICE UNDER 37 CFR 1.10 ON THE DATE INDICATED ABOVE AND IS ADDRESSED TO ASSISTANT COMMISSIONER FOR TRADEMARKS, BOX POST REG - FEE, 2900 CRYSTAL DRIVE, POST REGISTRATION DIVISION, ARLINGTON, VA 22202-3513.

Gayle A. Bradley

(Typed or printed name of person mailing paper or fee)



(Signature of person mailing paper or fee)

PHLEGAL: #655554 v1 (#1T%01!.WPD)

RECORDED: 08/31/2000

PATENT  
REEL: 011077 FRAME: 0912