



To  
Pleas.

102182232

remarks:  
copy thereof.

1. Name of conveying party(ies):  
Private Label Creations, Inc.

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

Name: Core Products International, 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 \_\_\_\_\_

MRD  
8.5.02

Street Address: \_\_\_\_\_

808 Prospect Avenue

City: Osceola State: Wisconsin ZIP: 54020

Additional name(s) & addresses attached?

Yes  No

Execution Date: December 31, 2001

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)

09/490,203 filed 01/24/00

Additional numbers attached?  Yes  No

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

6. Total number of applications and patents  
involved: 17

Name: Wayne A. Sivertson

7. Total fee (37 CFR 3.41) . \$680.00

- Enclosed
- Authorized to be charged to deposit  
account

Address: NAWROCKI, ROONEY & SIVERTSON, P.A.  
3433 Broadway Street N.E., Suite 401  
Minneapolis, MN 55413

8. Deposit Account Number: \_\_\_\_\_

(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.

Wayne A. Sivertson  
Name of Person Signing

[Signature]  
Signature

July 22, 2002  
Date

Total number of pages comprising cover sheet, attachments and document: Nine (9)

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

55020/502/101

08/07/2002 LUMMELER 00000279 09490203

Do not detach this portion

01 FC:581

680.00 (P)

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks**  
**Box Assignments**  
**Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

B. Patent No(s).

4,237,874

4,366,813

4,584,993

4,719,926

4,724,847

4,726,362

4,727,863

4,825,856

4,833,730

5,007,417

5,275,581

5,513,657

5,657,767

5,759,166

5,776,087

6,022,332

## PLAN OF MERGER

### DOMESTIC SUBSIDIARY PRIVATE LABEL CREATIONS, INC. INTO DOMESTIC PARENT CORE PRODUCTS INTERNATIONAL, INC.

Agreement is made on the date set forth below effective December 31, 2001 between Core Products International, Inc., a Minnesota Corporation authorized to do business in Wisconsin with its principal place of business at 808 Prospect Avenue, Osceola, Polk County, Wisconsin 54020, and Private Label Creations, Inc., a Wisconsin corporation with principal place of business at 625 Fourth Street, P.O. Box 627, Chetek, Barron County, Wisconsin 54728, as follows:

#### 1. **Surviving Corporation.**

Private Label Creations, Inc. shall be the subsidiary corporation, and all references in this Plan of Merger to "subsidiary corporation" shall be to Private Label Creations, Inc.

Core Products International, Inc. shall be the surviving corporation. Core Products International, Inc. owns all of the issued and outstanding stock of the above-named subsidiary corporation, and all references in this Plan of Merger to "surviving corporation" shall be to Core Products International, Inc.

#### 2. **Management.**

The Articles of Incorporation of Core Products International, Inc. shall continue to be its Articles of Incorporation following the effective date of the merger, until the same shall be altered or amended.

The Bylaws of Core Products International, Inc. shall be and remain the Bylaws of the surviving corporation until altered, amended or repealed.

The officers and directors of Core Products International, Inc. in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of Core Products International, Inc. for the term elected until their respective successors shall be elected or appointed and qualified.

#### 3. **Rights, Privileges, etc.**

On the effective date of the merger, Core Products International, Inc. shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the subsidiary corporation; and all of the property, real, personal and mixed, and all debts due on whatever account, and all and every other interest of or belonging to or due to the subsidiary corporation shall be deemed to be transferred to and vested in Core Products International, Inc. without further act or deed, and the

title to any property or any interest therein, vested in the subsidiary corporation shall not revert or be in any way impaired by reason of the merger.

On the effective date of the merger, Core Products International, Inc. shall be deemed responsible and liable for all the liabilities and obligations of the subsidiary corporation; and any claims existing by or against the subsidiary corporation may be prosecuted to judgment as if the merger had not taken place, or Core Products International, Inc. may be substituted in place of the subsidiary corporation. The rights of the creditors shall not be impaired by this merger. Core Products International, Inc. shall execute and deliver any and all documents that may be required for it to assume or otherwise comply with the outstanding obligations of the subsidiary corporation.

**4. Conversion of Shares.**

Core Products International, Inc. at present owns all of the outstanding shares of stock of the subsidiary corporation. On the effective date of the merger, all the outstanding shares of stock of the subsidiary corporation shall be surrendered and canceled. The shares of common stock of Core Products International, Inc., whether authorized or issued on the effective date of the merger shall not be converted, exchanged, or otherwise affected as a result of the merger, and no new shares of stock shall be issued by reason of this merger.

**5. Expenses of Merger.**

Core Products International, Inc shall pay all the expenses of accomplishing the merger.

**6. Subsequent Acts.**

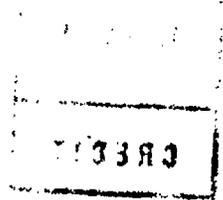
If at any time Core Products International, Inc. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in Core Products International, Inc. the title to any property or rights of the subsidiary corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the subsidiary corporation as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in Core Products International, Inc. and to otherwise carry out the provisions hereof.

**7. Abandonment of Merger.**

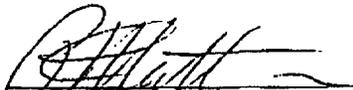
At any time prior to the filing of the Articles of Merger with the Wisconsin Department of Financial Institutions and the Minnesota Secretary of State, the proposed merger may be abandoned by Core Products International, Inc., pursuant to this provision.

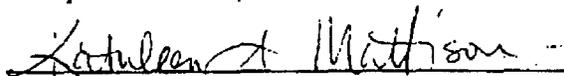
IN WITNESS WHEREOF, the directors, or a majority thereof, of Core Products International, Inc. and the directors, or a majority thereof, of Private Label Creations, Inc. have executed this Plan of Merger.

Dated: Dec 31, 2001

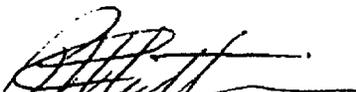


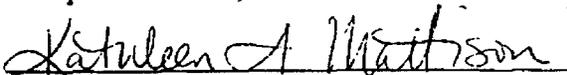
**CORE PRODUCTS INTERNATIONAL, INC.**

  
Philip H. Mattison, Director

  
Kathleen A. Mattison, Director

**PRIVATE LABEL CREATIONS, INC.**

  
Philip H. Mattison, Director

  
Kathleen A. Mattison, Director

FATRS\Core\Plan of Merger

WI-DFI  
CREDIT

Articles & Merger

Mergers: Private Label Creations, Inc. (Domestic)  
Intro: Core Products International, Inc. (Licensed from  
(Survivor))

Note  
Merger  
Effective  
5/30/2002

STATE OF WISCONSIN  
FILED  
JUN 6 2002  
DEPARTMENT OF  
FINANCIAL INSTITUTIONS

\$100.00

Thomas R. Schumacher  
c/o Bakke Norman, S.C.  
900 Main Street  
P.O. Box 54  
Baldwin, WI 54002



DEPARTMENT OF FINANCIAL INSTITUTIONS

Greetings:

I do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate and Consumer Services, Department of Financial Institutions, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in black ink, appearing to read "Dave Duecker".

Dave Duecker, Administrator  
Department of Financial Institutions

DATE: JUL 11 2002

BY: A handwritten signature in black ink, appearing to read "Bethy Mickelson".

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Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

Sec. 180.1101,  
180.1105 & 180.1107,  
Wis. Stats.

State of Wisconsin  
Department of Financial Institutions

RECEIVED - DEPT OF  
FINANCIAL INSTITUTIONS  
STATE OF WISCONSIN

2002 MAY 30 AM 8:00

WI-DPT  
CREDIT

### ARTICLES OF MERGER - DOMESTIC AND FOREIGN FOR-PROFIT CORPORATIONS

A. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Private Label Creations, Inc. - 1P034825	State of Incorporation: Wisconsin
Name:	State of Incorporation:

B. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: Core Products International, Inc. - 2C039512	State of Incorporation: Minnesota
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C. The adopted Plan of Merger (the "Plan") is attached as Exhibit A.

APR 22 01:02AM  
#.#  
155238 DCORP100 100.00

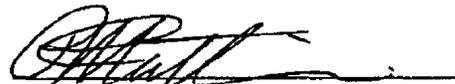
D. The Plan was approved by each foreign corporation that is a party to the merger in accordance with the laws of the state under which it was incorporated, and by each domestic corporation that is a party to the merger in accordance with (select and (X) mark one of the following)

( ) Sec. 180.1103, Wis. Stats. OR (X) Sec. 180.1104, Wis. Stats.

E. (OPTIONAL) These articles of merger, when filed, shall be effective (See instructions. Select, complete and (X) mark one of the following)

(X) At the time and date set by sec. 180.0123(1), Wis. Stats. OR (X) as of December 31, 2001 for accounting purposes only (date)

F. Executed on 12-31-01 (date) by the surviving corporation on behalf of all parties to the merger.

  
(Signature)

Title: (X) President ( ) Secretary or other officer title \_\_\_\_\_

Philip H. Mattison  
(Printed Name)

This document was drafted by Thomas R. Schumacher  
(Name the individual who drafted the document)

DFI/CORP/61(R9/00) Use of this form is voluntary.

Exhibit A - PLAN OF MERGER

I. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Private Label Creations, Inc.	State of Incorporation: Wisconsin
Name:	State of Incorporation:

II. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: Core Products International, Inc.	State of Incorporation: Minnesota
--------------------------------------------	-----------------------------------------

III. State the terms and conditions of the merger:

See attached Plan of Merger

IV. State the manner and basis of converting the shares of each non-surviving corporation:

- (A) into shares, obligations or other securities of the surviving (or any other) corporation; or
- (B) into cash or other property, in whole or part:

See attached Plan of Merger

V. State any amendments to the surviving domestic corporation's articles of incorporation (see items B and C of the instructions):

See attached Plan of Merger

VI. State any other provisions:

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**INSTRUCTIONS** (Ref. sec. 180.1101, 1105 and 180.1107, Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$50.00 or more**, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3<sup>rd</sup> Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

DFI/CORP/61(R9/00)

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