

01-31-2003

Form PTO-1595

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼



102352898

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):

I.R. Graphics, Inc.

(Formerly: Inta-Roto Gravure, Inc.)

Richmond, Virginia, 23231

1-29-03

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

Name: I. R. International, Inc.

Internal Address: P.O. Box 38130

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

## 3. Nature of conveyance:

☐

Assignment

☒

Merger

☐

Security Agreement

☐

Change of Name

☐

Other

Street Address:

City: Richmond State: VA Zip: 23231

Execution Date: 06/25/1996

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) 4,912,824

Date: Apr. 3, 1990

Additional numbers attached? ☐ Yes ☒ No

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

Name: Roman L. Helms

Internal Address: LeClair Ryan

A Professional Corporation, Suite 1100

Street Address: 707 East Main Street

City: Richmond State: VA Zip: 23219

## 6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

☐

Enclosed

☒

Authorized to be charged to deposit account

## 8. Deposit account number:

50-1563

DO NOT USE THIS SPACE

## 9. Signature.

Roman L. Helms, Esquire

Name of Person Signing

Signature

1/22/2003

Date

Total number of pages including cover sheet, attachments, and documents: 15

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

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

01/30/2003 6TON11 00000105 501563 4912824

01 FC:8021 40.00 CH

PATENT  
REEL: 013699 FRAME: 0344

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

ARTICLES OF MERGER OF

I R INTERNATIONAL, INC.  
(a Virginia corporation)

0305902-9

AND

I R ENGRAVING, INC., 0305901-1

I R GRAPHICS, INC. and 0305899-7

F C REALTY, INC. 0305900-3

(all Virginia corporations)

---

Pursuant to Section 722 of Title 13.1, Chapter 9, Article 12 of the Code of Virginia, as amended, the undersigned corporations hereby execute the following articles of merger (the "Articles of Merger") and set forth the following:

ONE

Attached hereto as Exhibit A and incorporated herein by reference is the Plan of Merger by which I R Engraving, Inc. ("Engraving"), I R Graphics, Inc. ("Graphics") and F C Realty, Inc. ("Realty"), each a Virginia corporation and a wholly-owned subsidiary of I R International, Inc. (collectively, the "Subsidiaries"), shall be merged with and into I R International, Inc., a Virginia corporation ("International"), which shall be the surviving corporation (the "Plan of Merger"). The name of the surviving corporation shall be I R International, Inc., a Virginia corporation.

TWO

The board of directors of International has approved the Plan of Merger by signing a consent in writing, setting forth a resolution approving the Plan of Merger.

The board of directors of Engraving has approved the Plan of Merger by signing a consent in writing, setting forth a resolution approving the Plan of Merger.

The board of directors of Graphics has approved the Plan of Merger by signing a consent in writing, setting forth a resolution approving the Plan of Merger.

The board of directors of Realty has approved the Plan of Merger by signing a consent in writing, setting forth a resolution approving the Plan of Merger.

THREE

Because the Subsidiaries are each wholly-owned subsidiaries of International, the approval of neither the shareholders of

International (as the parent) nor Realty, Engraving or Graphics (as the Subsidiaries) is required pursuant to Section 13.1-719(A) of the Code of Virginia, as amended.

FOUR

This merger is permitted by the laws of the Commonwealth of Virginia, and all conditions of the laws of Virginia with respect to this merger have been satisfied.

FIVE

The Articles of Merger shall become effective upon the issuance of a certificate of merger by the State Corporation Commission of the Commonwealth of Virginia.

I R INTERNATIONAL, INC.,  
a Virginia corporation

By: 

W. B. Carper, Jr.  
President

I R ENGRAVING, INC.,  
a Virginia corporation

By: 

Willi Fenske  
President

I R GRAPHICS, INC.  
a Virginia corporation

By: 

Andrew M. Baran  
President

F C REALTY, INC.,  
a Virginia corporation

By: 

W. B. Carper, Jr.  
President

M:\...\\192\\16\\00040\\ARTMERC1.186

EXHIBIT A

PLAN OF MERGER

This PLAN OF MERGER is dated June 25, 1996, between I R INTERNATIONAL, INC., a Virginia corporation ("International") and I R ENGRAVING, INC. ("Engraving"), I R GRAPHICS, INC. ("Graphics") and F C REALTY, INC. ("Realty"), each a Virginia corporation and wholly-owned subsidiary of International (collectively, the "Subsidiaries").

---

International is a corporation duly organized and validly existing under the laws of the Commonwealth of Virginia. Its authorized capital stock consists of 5,000 shares of Common Stock, with a par value of One Dollar (\$1.00) per share, all of which have been issued and are owned as of the date hereof as follows: Willi Fenske, 3,251.47 shares; W. B. Carper, Jr., 1,601.18 shares; Andrew M. Baran, 98.23 shares; and Herbert VanDerRydt, 49.12 shares.

Engraving is a corporation duly organized and validly existing under the laws of the Commonwealth of Virginia. Its authorized capital stock consists of 5,000 shares of Common Stock, with a par value of One Dollar (\$1.00) per share, all of which have been issued and are outstanding as of the date hereof.

Graphics is a corporation duly organized and validly existing under the laws of the Commonwealth of Virginia. Its authorized capital stock consists of 5,000 shares of Common Stock, with a par value of One Dollar (\$1.00) per share, all of which have been issued and are outstanding as of the date hereof.

Realty is a corporation duly organized and validly existing under the laws of the Commonwealth of Virginia. Its authorized capital stock consists of 5,000 shares of Common Stock, with a par value of One Dollar (\$1.00) per share, all of which have been issued and are outstanding as of the date hereof.

International and the Subsidiaries desire that the Subsidiaries be merged with and into International in a transaction intended to qualify as a tax-free subsidiary liquidation under Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "Tax Code").

---

#### ARTICLE I

Each of the Subsidiaries shall be merged with and into International, which shall be the surviving corporation ("Surviving Corporation"), in accordance with the applicable provisions of the Virginia Stock Corporation Act. After the

merger, the Surviving Corporation will be a Virginia corporation and the name of the corporation shall be I R International, Inc. The merger shall become effective upon the issuance by the State Corporation Commission of the Commonwealth of Virginia of a certificate of merger, but in no event later than June 30, 1996 (such time being called the "Effective Date of the Merger").

## ARTICLE II

- (1) The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of International existing on the date hereof.
- (2) The Bylaws of the Surviving Corporation shall be the Bylaws of International existing on the date hereof.
- (3) The officers and directors of the Surviving Corporation shall be the officers and directors of International on the Effective Date of the Merger.

## ARTICLE III

On the Effective Date of the Merger, all shares of Common Stock of Engraving, Graphics and Realty, which are issued and outstanding as of such date, shall be cancelled contemporaneously with the transfer of all assets of the Subsidiaries to International and the assumption of all liabilities of the Subsidiaries by International pursuant to Section 13.1-721 of the Code of Virginia (the "Virginia Code"). Each share of Common

Stock, One Dollar (\$1.00) par value per share, of International issued and outstanding on the Effective Date of the Merger shall continue to equal one share of Common Stock, One Dollar (\$1.00) par value per share, of the Surviving Corporation.

#### ARTICLE IV

After the Effective Date of the Merger, International, as the holder of the certificates representing the issued and outstanding shares of the capital stock of Engraving, Graphics and Realty (the "Subsidiary Certificates") shall surrender the certificates evidencing the Subsidiary Certificates to the officers of the Surviving Corporation for cancellation. The Surviving Corporation shall use its best efforts to complete any filings, disclosures and other actions which are reasonably required or appropriate to disclose the assignment and assumption of all assets and liabilities of the Subsidiaries to the Surviving Corporation.

#### ARTICLE V

After the approval of this Plan of Merger by the board of directors of each of International, Engraving, Graphics and Realty, Articles of Merger duly executed by the President of each such corporation, shall be delivered to the State Corporation Commission of the Commonwealth of Virginia.

#### ARTICLE VI

If the merger shall become effective, the Surviving Corporation shall assume and pay all expenses in connection therewith not previously paid by the other corporations which are a party to this Plan of Merger. If the merger shall not become effective, each corporation which is a party to this Plan of Merger shall pay all expenses incurred by it in connection with proceedings taken with respect to this Plan of Merger and the action completed hereunder.

#### ARTICLE VII

The Articles of Merger filed pursuant to Section 13.1-720 of the Virginia Code shall contain (1) a copy of this Plan of Merger and (2) a statement that the approval by shareholders of all parties to this merger is not required pursuant to Section 13.1-719 of the Virginia Code as the merger of a wholly-owned subsidiary into its parent.

#### ARTICLE VIII

The parties intend for the merger to qualify as a subsidiary liquidation under Sections 332 and 337 of the Tax Code. If the merger shall become effective, this Plan of Merger shall be attached to any filings required for subsidiary liquidations under Sections 332 and 337 of the Tax Code, including, without limitation, Treasury Department Form 966 for each of the Subsidiaries.



OFFICERS' 'CERTIFICATE

The attached is a true and correct copy of the Plan of Merger between I R International, Inc., and I R Engraving, Inc., I R Graphics, Inc. and F C Realty, Inc., all Virginia corporations (collectively, the "Corporations"), as adopted by the Board of Directors of the Corporations on June 30, 1996.

I R INTERNATIONAL, INC.

By: \_\_\_\_\_  
W. B. Carper, Jr.  
President

I R ENGRAVING, INC.

By: \_\_\_\_\_  
Willi Fenske  
President

I R GRAPHICS, INC.

By: \_\_\_\_\_  
Andrew M. Baran  
President

F C REALTY, INC.

By: \_\_\_\_\_  
W. B. Carper, Jr.  
President

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

July 3, 1996

The State Corporation Commission finds the accompanying articles  
submitted on behalf of

I R INTERNATIONAL, INC.

to comply with the requirements of law. Therefore, it is ORDERED  
that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office  
of the Clerk of the Commission. Each of the following:

I R Engraving, Inc.  
I R Graphics, Inc.  
F C REALTY, INC.

is merged into I R INTERNATIONAL, INC., which continues to exist  
under the laws of VIRGINIA with the name I R INTERNATIONAL, INC..  
The existence of each non-surviving entity ceases, according to  
the plan of merger.

The certificate is effective on June 30, 1996.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT  
CIS20436  
96-07-03-0079

# Commonwealth of Virginia

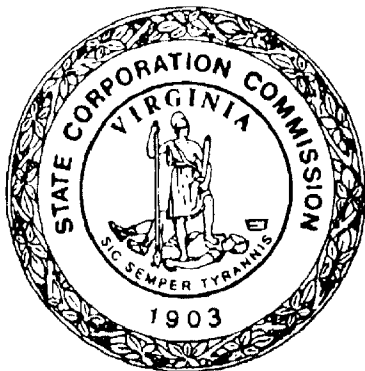


## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of the certificate of merger of I R INTERNATIONAL, INC. issued June 30, 1996.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
January 13, 2003*

*Joel H. Peck*

*Joel H. Peck, Clerk of the Commission*

ARTICLES OF AMENDMENT  
OF  
THE ARTICLES OF INCORPORATION  
OF  
INTA-ROTO GRAVURE, INC.

1. The name of the corporation is Inta-Roto Gravure, Inc., hereinafter referred to as the "Corporation."

2. By a unanimous consent in writing as of the 19th day of February, 1992, signed by all of the directors of the Corporation, the directors adopted a resolution finding the following proposed amendment of its Articles of Incorporation to be in the best interest of the Corporation, and directing that it be submitted to the sole shareholder for approval:

Delete Article 1. of the Articles of Incorporation and substitute therefor:

1. The name of the corporation is I R Graphics, Inc. (hereinafter referred to as the "Corporation").

3. The amendment proposed by the directors as hereinabove set forth was adopted by a unanimous consent in writing of the shareholder of the Corporation as of the 19th day of February, 1992, which set forth the proposed amendment and which was signed by all of the shareholders entitled to vote thereon.

These Articles of Amendment are executed this 19th day of February, 1992, in the name of the Corporation by its Secretary, who declares under the penalties of perjury that the facts stated herein are true.

Inta-Roto Gravure, Inc.

BY:   
William B. Carper, Jr., Secretary

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

February 28, 1992

The State Corporation Commission has found the accompanying  
articles submitted on behalf of

I R GRAPHICS, INC.  
(FORMERLY INTA-ROTO GRAVURE, INC. )

to comply with the requirements of law, and confirms payment of  
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in  
the Office of the Clerk of the Commission, effective February 28,  
1992.

The corporation is granted the authority conferred on it by law in  
accordance with the articles, subject to the conditions and  
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT  
CIS20436  
92-02-27-0117

PATENT