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Mark if additional names of conveying parties attached □ Mark if additional names of receiving parties attached APPLICATION NUMBER(S) OR PATENT NUMBER(S) Mark if additional numbers of the same property. If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named inventor: 00/00/00 Patent Application Number(S): 29/153.964; 29/153.965; 10/047,365; 10/047,148 Patent Number(S): 29/153.964; 29/153.965; 10/047,791; 10/323,499 Patent Number(S): D464,700; D464,791 TOTAL NUMBER OF PROPERTIES: Enter the total number of properties involved: Ten PATENT COOPERATION TREATY (PCT): Enter the total number of pages contained in the conveyan document including any attachment(s). DO NOT include Recordation Form Cover Sheet pages in this total. Number has not been assigned: Seven CORRESPONDENT NAME AND ADDRESS: FEE AMOUNT: Total Fee (37 CFR 3.41) §400.1 Allen J. Hoover Charge to Deposit Account 23-0785 STATEMENT AND SIGNATURE The Commissioner is hereby authorized to charge any additional fees which may be required, or creating any additional fees which may attached copy is a true copy of the original document. Charges to deposit account are authorized, as herein indicated. 003 DBYNNE 00000071 (29153944 A00.0 0P February 20, 2003 <			Execution I	Date Name: 002 Addres City: State:	ss: 1 [°] Z	dolph Kiefer 700 Kiefer Dr ion linois		
Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property: If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named inventor: 00/00/00 Patent Application Number(s): 29/153.964; 29/153.965; 10/047,791; 10/323,499 PATENT COOPERATION TREATY (PCT): Enter the total number of properties involved: Ten PATENT COOPERATION TREATY (PCT): Enter the total number of pages contained in the conveyant document including any attachment(s). DO NOT include Recordation Form Cover Sheet pages in this total. Number has not been assigned: CORRESPONDENT NAME AND ADDRESS: Allen J. Hoover Wood, Phillips, Katz, Clark & Mortimer Chicago, Illinois 60661-2511 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. Charges to deposit account are authorized, as herein indicated. 03 BBYRME 00000071 2913344	Mark if	f additional names of con	veying parties attached	□ Mark i	if additional r	ames of recei	iving part	ies attached -
Enter PCT application number only if a U.S. Application Number has not been assigned: Enter PCT application number only if a U.S. Application Number has not been assigned: Enter the total number of pages contained in the conveyar document including any attachment(s). DO NOT include Recordation Form Cover Sheet pages in this total. CORRESPONDENT NAME AND ADDRESS: Allen J. Hoover Wood, Phillips, Katz, Clark & Mortimer Citicorp Center, Suite 3800 500 West Madison Street Chicago, Illinois 60661-2511 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. Charges to deposit account are authorized, as herein indicated. 003 DBYRNE 00000071 29153964 021 Allen J. Hoover	Enter e If this d first nar Patent	med inventor: <u>00/0</u> Application Number(s	<u>0/00</u>):	Patent	t Number(s):		plication	was signed by t
CORRESPONDENT NAME AND ADDRESS: Allen J. Hoover Wood, Phillips, Katz, Clark & Mortimer Enclosed Citicorp Center, Suite 3800 Charge to Deposit Account 23-0785 S00 West Madison Street The Commissioner is hereby authorized to charge any additional fees which may be required, or creating any overpayment, to Deposit Account 23-0785. 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. Charges to deposit account are authorized, as herein indicated. 003 DBYRNE 00000071 29153964 021 400.00 OP Allen J. Hoover Madem A. More February 20, 2003	Enter e If this c first nan Patent 29/153. 10/047. TOTAL	med inventor: 00/0 Application Number(s <u>964; 29/</u> 153,965; 10/04 ,238; 10/047,790; 10/04 L NUMBER OF PROF	0/00): 6,365; 10/047,148 7,791; 10/323,499 PERTIES: Enter the total n	Patent D464, umber of pro	t Number(s): 700; D464,79 operties invol	v1 ved:		
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PLAN OF MERGER

KIEFER POOL EQUIPMENT CO., an Illinois corporation

into

ADOLPH KIEFER & ASSOCIATES, INC., an Illinois corporation

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), dated as of December 23, 2002, by and between KIEFER POOL EQUIPMENT CO., an Illinois Corporation, ("Merging Corporation") and ADOLPH KIEFER & ASSOCIATES INC., an Illinois corporation ("Surviving Corporation") (Merging Corporation and Surviving Corporation are sometimes collectively referred to as the "Constituent Corporations").

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of each of the corporations and their respective shareholders that the Constituent Corporations be merged into a single corporation ("Merger") in accordance with the terms and conditions of this Agreement and the Illinois Business Corporation Act of 1983, as amended ("BCA");

WHEREAS, the Constituent Corporations desire to adopt this Agreement as a plan of reorganization and to consummate the Merger in accordance with the provisions of $\frac{3368(a)(1)(A)}{5}$ of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants, and agreements contained herein, the parties hereto agree as follows:

1. Merger

As of the Effective Date, Merging Corporation shall merge with and into Surviving Corporation in accordance with the terms and conditions of this Agreement and the BCA. Thereupon, the separate existence of Merging Corporation shall cease, and Surviving Corporation shall be the corporation surviving the Merger ("Surviving Corporation") and shall continue to exist under and be governed by the BCA, under the Surviving Corporation name, subject to Section 4(d) herein.

2. Filing

As soon as practicable, Merging Corporation and Surviving Corporation shall cause Articles of Merger ("Articles of Merger") to be executed, verified, affirmed, and filed with the Secretary of State of Illinois, to be recorded by Surviving Corporation in the Office of the Recorder of Lake County in the State of Illinois, all in accordance with the provisions of the BCA.

3. Effective Date

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The Merger shall be effective as of the date of issuance of the Articles of Merger by the Illinois Secretary of State (herein referred to as the "Effective Date").

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4. Articles of Incorporation, Bylaws, Directors, and Officers of Surviving Corporation

At the Effective Date:

(a) The Articles of Incorporation of Surviving Corporation in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended in the manner provided by law and in accordance with the requirements of the Articles of Incorporation.

(b) The Bylaws of Surviving Corporation in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation until thereafter amended in the manner provided by law and in accordance with the requirements of the Articles of Incorporation of the Surviving Corporation and the Bylaws.

(c) The directors and the officers of Surviving Corporation immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation until thereafter changed in the manner provided by law and in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation; in each case the directors and officers shall serve until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation. The Merging Corporation Directors and Officers shall have submitted resignations.

5. Conditions to Each Party's Obligation To Effect the Merger

The respective obligations of each party to effect the Merger shall be subject to the fulfillment at or prior to the Effective Date of each of the following conditions:

(a) No preliminary or permanent injunction or other order issued by any federal or state court of competent jurisdiction or by any federal or state or governmental or regulatory authority or body, nor any statute, rule, regulation, or executive order promulgated or enacted by any federal or state or governmental or regulatory authority or body that prevents the consummation of the Merger shall be in effect.

(b) No action or proceeding shall be pending that was instituted by any government or governmental or regulatory authority or body that seeks to prevent or delay the consummation of the Merger or that challenges any of the material terms or provisions of this Agreement.

(c) Except for the filing of the Articles of Merger with the Secretary of State of Illinois in the case of the Merger, all consents, authorizations, approvals, and orders of, and filings and registrations with any federal or state governmental commission, board, or other regulatory body that are required for the consummation of the Merger shall have been obtained or made without the imposition of conditions reasonably deemed unsatisfactory by Surviving Corporation, and the applicable waiting periods under the BCA and the rules and regulations thereunder shall have expired.

(d) This Agreement and the Merger contemplated hereby have been duly adopted by the requisite vote of the holders of the outstanding shares of Merging Corporation and Surviving Corporation Common Stock, respectively, entitled to vote on this Agreement and the Merger, and there have been no dissenting votes.

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6. Further Assurances

If at any time after the Effective Date the Surviving Corporation shall deem it necessary or appropriate that any further deeds, assignments, or assurances or any other acts are necessary, proper, or advisable (a) to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation the title to any property or right of the Constituent Corporations acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Agreement, the Constituent Corporations agree that the Surviving Corporation and its proper officers and directors shall and will execute and deliver all such deeds, assignments, and assurances and do all other acts necessary, proper, or advisable to vest, perfect, or confirm title to the property or right in the Surviving Corporation and otherwise to carry out the purposes of this Agreement, and the proper officers and directors of the Constituent Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Constituent Corporations or otherwise to take any and all such action.

7. Effect of Merger

The Merger shall have the effect specified in the BCA. All the property, real, personal, and mixed, of each of the Constituent Corporations, and all debts due to either of them, shall be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim or judgment against either of the Constituent Corporations may be enforced against the Surviving Corporation.

8. Conversion of Shares

The Surviving Corporation has currently 1000 issued shares. The Merging Corporation has 1250 issued shares. The Shareholders of the Merging Corporation shall receive One Dollar for every 625 shares of the Merging Company. The shares are of no par value. Upon completion of the merger the Surviving Corporation shall have 1000 issued shares and shall cancel the Merging Corporation issued shares and the Merging Corporation shall have no interest or ownership in the Surviving Corporation.

9. Exchange of Certificates

As promptly as practicable after the Effective Date, each holder of an outstanding certificate or certificates theretofore representing shares of Merging Corporation Stock shall surrender the certificates to Surviving Corporation and shall receive in exchange the consideration stated in Article 8 herein.

10. Basis for Assets and Liabilities

The assets and liabilities of the Merging Corporation, as of the Effective Date of the Merger, shall be transferred to the Surviving Corporation at the amounts carried on the books of the Merging Corporation.

11. Unexchanged Certificates

Until surrendered, each outstanding certificate that, prior to the Effective Date, represented Merging Corporation Common Stock shall be deemed for all purposes, other than the payment of dividends or other distributions, to evidence ownership of the whole number of shares of Surviving Corporation Common Stock into which it was converted, and no dividend or other distribution payable to holders of Surviving Corporation Common Stock as of any date

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subsequent to the Effective Date shall be paid to the holders of outstanding certificates theretofore representing shares of Surviving Corporation Common Stock; provided, however, that upon surrender and exchange of such outstanding certificates there shall be paid to the record holders of the certificates issued in exchange therefor the amount, without interest thereon, of dividends and other distributions that would have been payable with respect to the shares of Surviving Corporation Common Stock represented thereby.

12. Shareholder Approval

Each of the Constituent Corporations represents and warrants that there are no shareholders of either corporation who voted against this Merger and that it has been unanimously approved.

13. Expenses of Merger

The Surviving Corporation shall pay all expenses pertaining to the implementation of the Merger.

14. Service of Process

Merging Corporation agrees and consents to the service of process upon it may be on the Surviving Corporation.

IN WITNESS HEREOF, the parties have caused this Plan of Merger to be executed as of the date first above written.

Survivor Corporation ADOLPH KIEFER & ASSOCIATES, BUNDE RE PLATZ INC., an Illinois corporation Office of the Secretary of State ATTEST: ANNA SECTION OF SHEET 11.1 413 202 ំ គ្រូ។ Shelley Kiefer, Secretary Merging Corporation KIEFER POOL EQUIPME CO., an Illinois corporation 和历代 ATTEST: 13 Shelley Kiefer, Secretary Kiefer, G: KSTA Adolph Kieffer & Associmerger of Kiefer Pool & Equipy

STATE OF ILLINOIS Office of the Secretary of State I hereby certify that this is a true and correct copy, consisting of pages, as taken from the original on file in this office.



Dece White

JESSE WHITE SECRETARY OF STATE FEB 1 4 2003 DATED: BY:

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Form BCA-11.25 (Rev. Jan. 1999)	ARTICLES O		File # 5281-489-8
Jesse White Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-6961 http://www.sos.state.il.us	FILE DEC 26 20	DEC 3 12	SUBMIT IN DUPLICATE
DO NOT SEND CASH! Remit payment in check or money order, payable to "Secretary of State." Filing Fee Is \$100, but If merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.	JESSE WHIT SECRETARY OF S	E EXPERANCE	Approved:
1. Names of the corporations pro	merge posing to consolidate exchange shares	, and the state or count	CP0730711 CP0730711 try of their incorporation:
Name of Corpora Adolph Kiefer & Associates, Inc Kiefer Pool Equipment Co.	(s)	State or Country of Incorporation Illinois	
	·		
2. The laws of the state or count or exchange.	ry under which each corpo	pration is incorporated p	permits such merger, consolidation
surviving 3. (a) Name of the กอพ acquµing	corporation: Adolph Kie	fer & Associates, Inc	
(b) it shall be governed by the	e laws of: <u>Illinois</u>		
If not sufficient	space to cover this point,	add one or more shee	ts of this size.

4. Plan of ca

Plan of consolidation is as follows:

exchange

merger

The shareholders of Kiefer Pool Equipment Co. shall transfer and exchange all of the issued shares for the amount of \$1.00 for each 625 issued shares (there being a total of 1250 issued shares) and fahl have no interest in the Surviving Corporation.

. . . .

merger 5. Plan of consolidation was approved, as to each corporation not organized in Illinois, incompliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows: exchange

(The following Items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

	By the shareholders, a reso- lution of the board of direc- tors having been duly adopted and submitted to a vote at a meeting of share- holders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)	By written consent of ALL the share- holders entitled to vote on the action, in accordance with § 7.10 & § 11.20
Name of Corporation			
Adolph Kiefer & Associates, Inc.			
Kiefer Pool Equipment Co.			
······································			

6. (Not applicable if surviving, now or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any a. proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Blinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the Ь. surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any C. corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

. . .

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation

Was written consent for the merger or written walver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the malling of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in <u>BLACK INK</u>.)

Dated December 24	Adolph Kiefer & Associates, Inc. (Exact Name of Corporation) by USA (Signature of President or Vice President) Adolph Kiefer
(Type or Print Name and Title)	(Type or Print Name and Title)
Dated December 24 , 2002 (Month & Day) (Year) attested by Shelley B Kirley (Signature of Secretary or Assistant Secretary)	Kiefer Pool Equipment Co. (Exact Name of Corporation) by (Signature of President or Vice President)
Shelley Kiefer (Type or Print Name and Title)	Adolph Kiefer (Type or Print Name and Title)
Dated (Month & Day) (Year)	(Exact Name of Corporation)
attested by (Signature of Secretary or Assistant Secretary)	by(Signature of President or Vice President)
C-195.8 (Type or Print Name and Title)	(Type or Print Name and Title)

RECORDED: 02/20/2003