

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Merger/Change of Name
CONVEYING PARTY DATA	
Name	Execution Date
Prime Composites, Inc.	02/11/1998
RECEIVING PARTY DATA	
Name:	Milwaukee Composites, Inc.
Street Address:	7330 South 1st Street
City:	Oak Creek
State/Country:	WISCONSIN
Postal Code:	53154
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5467558
CORRESPONDENCE DATA	
Fax Number:	(414)298-8097
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	414-298-8321
Email:	lmiller@reinhartlaw.com
Correspondent Name:	Leslie S. Miller
Address Line 1:	1000 North Water St., Suite 2100
Address Line 4:	Milwaukee, WISCONSIN 53202
ATTORNEY DOCKET NUMBER:	066628-0004 (9478)
NAME OF SUBMITTER:	Leslie S. Miller
Total Attachments: 7 source=9478 Merger Doc#page1.tif source=9478 Merger Doc#page2.tif source=9478 Merger Doc#page3.tif source=9478 Merger Doc#page4.tif source=9478 Merger Doc#page5.tif	

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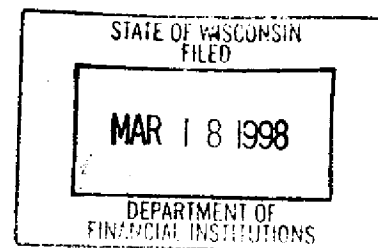
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WISCONSIN
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ARTICLES OF MERGER

PRIME COMPOSITES, INC.
(a Nevada corporation)

AND

PRIME COMPOSITES, INC.
(a Wisconsin corporation)

1. The plan of merger is set forth in the attached Agreement and Plan of Merger ("Plan of Merger") between PRIME COMPOSITES, INC., a Nevada corporation ("PCI Nevada"), and PRIME COMPOSITES, INC., a Wisconsin corporation ("PCI Wisconsin"), dated February 11, 1998.

2. The Plan of Merger was approved in accordance with Section 180.1103 of the Wisconsin Business Corporation Law.

3. The effective date and time of these Articles of Merger and the merger itself shall be 11:59 P.M., Central Daylight Time, on March 31, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the Presidents of PCI Nevada and PCI Wisconsin, respectively, this 11th day of February, 1998.

PRIME COMPOSITES, INC.
(a Nevada corporation)BY: 

John H. Liles, President

PRIME COMPOSITES, INC.
(a Wisconsin corporation)BY: 

John H. Liles, President

This instrument was drafted by
Thomas P. Shannon, Attorney-at-Law

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated this 11th day of February, 1998 between PRIME COMPOSITES, INC., a Wisconsin corporation ("PCI Wisconsin" or "Surviving Corporation"), and PRIME COMPOSITES, INC., a Nevada corporation ("PCI Nevada"), PCI Wisconsin and PCI Nevada being sometimes collectively referred to herein as the "Constituent Corporations".

WHEREAS, PCI Nevada is a corporation duly organized and existing under the laws of the State of Nevada, with authorized capital stock of 1,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding; and

WHEREAS, PCI Wisconsin is a corporation organized and existing under the laws of the State of Wisconsin, with authorized capital stock of 9,000 shares of common stock, \$1.00 par value per share, of which 100 shares of common stock are issued and outstanding; and

WHEREAS, PCI Wisconsin and PCI Nevada deem it advisable that PCI Nevada merge into PCI Wisconsin pursuant to this Agreement and the applicable laws of the State of Wisconsin;

NOW, THEREFORE, the parties agree that PCI Nevada shall merge into PCI Wisconsin on the following terms and conditions:

1. The Merger. At the effective time of the merger, the separate existence of PCI Nevada shall cease, and PCI Nevada shall be merged with and into PCI Wisconsin which shall continue its corporate existence and be the corporation surviving the merger. The merger shall be effective at 11:59 P.M., Central Daylight Time, on March 31, 1998.

2. Articles of Incorporation and Bylaws. The Articles of Incorporation of PCI Wisconsin at the effective time of the merger shall become and continue to be the Articles of Incorporation of the Surviving Corporation until changed as provided by law, except that, at the effective time of the merger, Article I of the Articles of Incorporation of the Surviving Corporation shall be amended such that, after amendment, said Article I shall read as follows:

ARTICLE I. NAME

The name of the corporation shall be
MILWAUKEE COMPOSITES, INC.

The Bylaws of PCI Wisconsin at the effective time of the merger shall become and continue to be the bylaws of the Surviving Corporation until altered or amended in accordance with the provisions thereof.

3. Directors and Officers. The directors and officers of PCI Wisconsin at the effective time of the merger shall become and continue to be the directors and officers of the Surviving Corporation until their successors are chosen.

4. Terms of Conversion of Shares. The mode of carrying into effect the merger provided in this Agreement and the manner and basis of converting the shares of PCI Nevada and PCI Wisconsin are as follows:

(a) Each share of common stock of PCI Wisconsin outstanding immediately prior to the effective time of the merger shall remain outstanding immediately after the merger as an identical share of common stock of the Surviving Corporation.

(b) At the effective time of the merger, each share of common stock of PCI Nevada outstanding immediately prior to the effective time of the merger shall be surrendered, cancelled and not re-issued.

5. Rights and Liabilities of the Constituent Corporations. At the effective time of the merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all rights, privileges, powers and franchises both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of said Constituent Corporations on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of said corporations shall be

vested in the Surviving Corporation; and all property, rights, privileges, powers, franchises, and interests shall be thereafter as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of said Constituent Corporations respectively shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties have been incurred or contracted by the Surviving Corporation.

6. Further Assurances. Each Constituent Corporation agrees that, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as the Surviving Corporation may deem necessary or desirable, in order more fully to vest in and confirm to the Surviving Corporation, title to and possession of all said property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purpose of this Agreement.

7. Other Information. The name, address, and jurisdiction of organization and governing law of the Constituent Corporations is as follows:

Name: Prime Composites, Inc.
Address: 7330 S. 1st Street
Oak Creek, Wisconsin 53154

Jurisdiction
of Organization: Wisconsin

Governing Law: Wisconsin

Name: Prime Composites, Inc.

Address: 977 W. Williams Avenue
Fallon, Nevada 89406

Jurisdiction
of Organization: Nevada

Governing Law: Nevada

Prime Composites, Inc., a Wisconsin corporation, will survive the merger, renamed Milwaukee Composites, Inc.

IN WITNESS WHEREOF, the parties hereto have caused the Agreement to be executed on the day and year first above written.

PRIME COMPOSITES, INC.

BY:

John H. Liles
John H. Liles, President

Attest:

Dwight Oliver
Dwight Oliver, Secretary

PRIME COMPOSITES, INC.

By:

John H. Liles
John H. Liles, President

Attest:

Dwight Oliver
Dwight Oliver, Secretary

This instrument was drafted by:

Thomas P. Shannon, Esq.
Fox, O'Neill & Shannon, S.C.
622 N. Water St., Suite 500
Milwaukee, WI 53202
(414) 273-3939

L.B/pca/780/3006