

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2009

CONVEYING PARTY DATA

Name	Execution Date
Markem Corporation	01/01/2009

RECEIVING PARTY DATA

Name:	Markem-Imaje Corporation
Street Address:	150 Congress Street
City:	Keene
State/Country:	NEW HAMPSHIRE
Postal Code:	03431

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	11647835

CORRESPONDENCE DATA

Fax Number: (877)769-7945
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (858) 678-5070
 Email: lyg@fr.com
 Correspondent Name: William E. Hunter
 Address Line 1: FISH & RICHARDSON P.C.
 Address Line 2: P.O.BOX 1022
 Address Line 4: MINNEAPOLIS, MINNESOTA 55440-1022

ATTORNEY DOCKET NUMBER:	06155-0150001
NAME OF SUBMITTER:	William E. Hunter

Total Attachments: 9
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CH \$40.00 11647835

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source=06155-0150001 Merger documents#page9.tif

State of New Hampshire

Filing fee: \$35.00
Use black print or type.
Form must be single-sided, on 8 1/2" x 11" paper;
double sided copies will not be accepted.

RSA

Filed
Date Filed: 12/30/2008
Effective Date: 01/01/2009
Business ID: 11784
William M. Gardner
Secretary of State

ARTICLES OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

Markem Corporation
(surviving corporation)

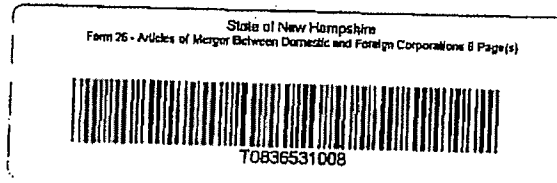
PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED DOMESTIC AND FOREIGN CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING THEM INTO ONE OF SUCH CORPORATIONS:

FIRST: The plan of merger was approved by each of the undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act. **THE PLAN OF MERGER IS ATTACHED.** (Note 1)

Name of Domestic Corporation: Markem Corporation

- (Check one) A. Shareholder approval was not required.
B. Shareholder approval was required. (Note 2)

Designation (class or series) of <u>voting group</u>	No. of shares <u>outstanding</u>	Total no. of votes entitled <u>to be cast</u>	Total no. of votes cast <u>FOR</u> <u>AGAINST</u>	<u>OR</u>	Total no. of undisputed votes <u>FOR</u>
Common	100	100			100



SECOND: The number of votes cast for the plan by each voting group was sufficient for approval by each voting group.

Name of Foreign Corporation: Imaje Ink Jet Printing Corporation

State of Incorporation Georgia

THIRD: The laws of the state under which the foreign corporation was organized permit such a merger and the foreign corporation has complied with the laws of that state in effecting the merger.

FOURTH: The aggregate number of shares, which the surviving corporation has authority to issue as a result of the merger is (Note 3): 100

Markem Corporation (Note 4)
(Corporate Name)

(Signature) (Note 5)

Omar KERBAGE
(Print or type name)

President (Note 5)
(Title)

(Effective date of merger
will be 12:01 a.m.
January 1, 2009)

Date signed: [Signature]
December 24, 2008 Omar Kerbage, President, Markem Corporation

Imaje Ink Jet Printing Corporation (Note 4)
(Corporate Name)

(Signature) (Note 5)

Omar KERBAGE
(Print or type name)

President (Note 5)
(Title)

(Effective date of merger
will be 12:01 a.m.
January 1, 2009)

Date signed: [Signature]
December 24, 2008 Omar Kerbage, President, Imaje InkJet
Printing Corporation

- Notes:
1. The Plan of Merger must be submitted with this form.
 2. All sections under "B" must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
 3. Complete this section if surviving corporation is a domestic corporation.
 4. Exact corporate names of respective corporations executing the articles.
 5. Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or other officer; or see RSA 293-A:1.20(f) for alternative signatures.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee and DATED AND SIGNED ORIGINAL (INCLUDING PLAN OF MERGER) to: Corporate Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

AGREEMENT AND PLAN OF MERGER

OF

IMAJE INK JET PRINTING CORPORATION
(a Georgia corporation)

WITH AND INTO

MARKEM CORPORATION
(a New Hampshire corporation)

AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of December 24th, 2008, by and between IMAJE INK JET PRINTING CORPORATION, a Georgia corporation ("Imaje"), and MARKEM CORPORATION, a New Hampshire corporation ("Markem").

WITNESSETH

WHEREAS, Imaje is a corporation organized and existing under the laws of the State of Georgia;

WHEREAS, Markem is a corporation organized and existing under the laws of the State of New Hampshire;

WHEREAS, the Board of Directors of each of Imaje and Markem have determined that the merger of Imaje with and into Markem, with Markem as the surviving corporation in such merger (the "Merger"), is advisable and in the best interest of their respective shareholders, which in each case is a sole shareholder; and

WHEREAS, Imaje and Markem wish to set forth the terms and conditions of the Merger.

NOW, THEREFORE, it is agreed that:

1. At the Effective Time (as that term is hereafter defined), and upon satisfaction of the shareholder approval requirement set forth in Section 6 hereof, pursuant to the provisions of the Georgia Business Corporation Code (the "Georgia Code") and the provisions of the New Hampshire Business Corporation Act (the "New Hampshire Act"), Imaje shall merge with and into Markem, which shall be the surviving corporation upon the Effective Time of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under the name Markem-Imaje Corporation. As of the Effective Time, the separate existence of Imaje, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease in accordance with the laws of the State of Georgia.

2. The Amended and Restated Articles of Incorporation of Markem in effect immediately prior to the Effective Time shall be the Amended and Restated Articles of Incorporation of the surviving corporation and said Amended and Restated Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the New Hampshire Act, except that Article First of the Amended and Restated Articles of Incorporation shall be amended to read in its entirety as follows: "FIRST: The name of the corporation is MARKEM-IMAJE CORPORATION."

3. The bylaws of Markem in effect immediately prior to the Effective Time shall be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Hampshire Act.

4. The directors and officers of Markem in office immediately prior to the Effective Time shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold such positions until the due election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation as of the Effective Time shall be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Time shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of each of the surviving corporation and of the non-surviving corporation for their respective approval or rejection in the manner prescribed by the provisions of the New Hampshire Act and the Georgia Code.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of each of the non-surviving corporation and of the surviving corporation in the manner prescribed by the provisions of the Georgia Code and of the New Hampshire Act, the non-surviving corporation and the surviving corporation will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Georgia and of the State of New Hampshire, and will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

8. This Plan of Merger may be amended prior to the Effective Time. However, subsequent to approval hereof by shareholders entitled to vote, this Plan of Merger may not be amended to change in any respect not expressly authorized by such shareholders in connection with the approval of the Plan of Merger:

(A) The amount or kind of shares or other securities, obligations, rights to acquire shares or other securities, cash or other property to be received under the Plan of Merger by

the shareholders of any party to the Merger if such change would adversely affect such shareholders;

(B) The articles of incorporation of any corporation that will survive as a result of the Merger, except for changes permitted by the provisions of the Georgia Code and/or the New Hampshire Act or changes that would not adversely affect such shareholders; or

(C) Any of the other terms or conditions of the Plan of Merger if such change would adversely affect such shareholders in any material respect.

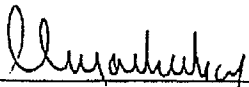
9. The Board of Directors and the proper officers of each of Imaje and Markem, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

10. The Merger shall take effect at 12:01 a.m. Eastern Standard Time on January 1, 2009 (the "Effective Time").

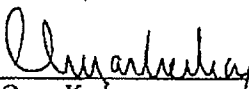
[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the 24th day of December, 2008.

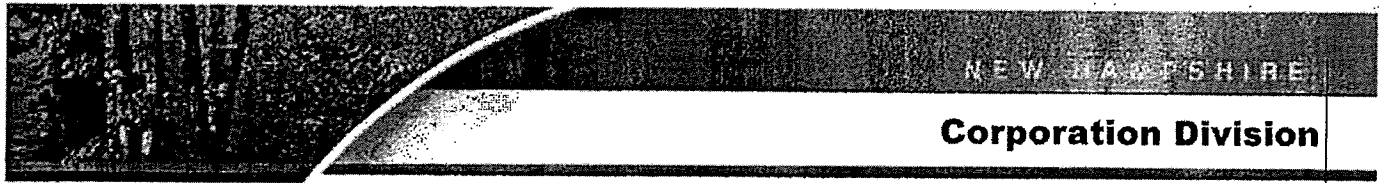
IMAJE INK JET PRINTING CORPORATION

By: 
Name: Omar Kerbage
Title: President

MARKEM CORPORATION

By: 
Name: Omar Kerbage
Title: President

[Signature Page to Agreement and Plan of Merger between Imaje Ink Jet Printing Corporation and Markem Corporation]



Search
By Business Name
By Business ID
By Registered Agent
Annual Report
File Online

Date: 1/8/2009 **Filed Documents**
(Annual Report History, View Images, etc.)

For a blank Annual Registration Report, click here.

Business Name History

Name	Name Type
Markem-Imaje Corporation	Legal
MARKEM CORPORATION	Prev Legal
MARKEM MACHINE COMPANY	Prev Legal

Corporation - Domestic - Information

Business ID: 11784
Status: Good Standing
Entity Creation Date: 10/29/1928
Principal Office Address: 150 CONGRESS ST
 KEENE NH 03431
Principal Mailing Address: 150 CONGRESS STREET
 Keene NH 03431
Last Annual Report Filed Date: 3/4/2008 8:00:00 AM
Last Annual Report Filed: 2008

Registered Agent

Agent Name: Samuels, Richard A, Esq
Office Address: McLane Graf Raulerson & Middleton PA
 900 Elm Street
 Manchester NH 03101

Mailing Address:

File Annual Report Online.

Change of Name

Markem Corporation to Markem-Imaje Corporation

Schedule A

US Patent Applications

<u>Serial No.</u>	<u>Filing Date.</u>
10/498,103	12/27/2004
11/503,309	08/11/2006
11/647,835	12/29/2006
11/618,998	01/02/2007
11/688,717	03/20/2007
11/789,263	04/24/2007
12/326,690	12/02/2008

US Provisional Patent Applications

<u>Serial No.</u>	<u>Filing Date.</u>
61/141,483	12/30/2008
61/141,559	12/30/2008

US Issued Patents

<u>Patent No.</u>	<u>Issue Date.</u>
5,489,925	02/06/1996
5,514,209	05/07/1996
5,700,313	12/23/1997
5,863,319	01/26/1999
5,888,287	03/30/1999
5,891,228	04/06/1999
5,910,810	06/08/1999
5,920,332	07/06/1999
5,938,826	08/17/1999
6,093,239	07/25/2000
6,829,000	12/07/2004
6,835,457	12/28/2004
6,835,424	12/28/2004
6,702,884	03/09/2004
6,791,592	09/14/2004
6,896,937	05/24/2005
6,936,410	08/30/2005
6,958,762	10/25/2005
6,962,292	11/08/2005
7,046,267	05/16/2006
7,167,194	01/23/2007
7,180,419	02/20/2007
7,191,019	03/13/2007
7,201,309	04/10/2007

US Issued Patents

<u>Patent No.</u>	<u>Issue Date.</u>
7,322,520	01/29/2008
7,322,688	01/29/2008
7,460,921	12/02/2008
7,355,614	04/08/2008
7,378,965	05/27/2008
7,394,479	07/01/2008