

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/09/2008
CONVEYING PARTY DATA	
Name	Execution Date
E-Z Trap, Inc.	01/09/2008
RECEIVING PARTY DATA	
Name:	Airtec Products Corporation
Street Address:	1244 Davol St.
City:	Fall River
State/Country:	MASSACHUSETTS
Postal Code:	02720
PROPERTY NUMBERS Total: 4	
Property Type	Number
Patent Number:	5522229
Patent Number:	6976367
Patent Number:	7010928
Patent Number:	7614662
CORRESPONDENCE DATA	
Fax Number:	(732)224-6599
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	732-741-3900
Email:	jbirnbaum@ghclaw.com
Correspondent Name:	Jacob Birnbaum
Address Line 1:	125 Half Mile Road
Address Line 2:	Giordano, Halleran & Ciesla, Suite 300
Address Line 4:	Red Bank, NEW JERSEY 07701-6777
ATTORNEY DOCKET NUMBER:	16926

CH \$160.00 5522229

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PATENT
REEL: 026692 FRAME: 0579

NAME OF SUBMITTER:

Jacob Birnbaum

Total Attachments: 11

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CONSENT OF DIRECTORS
OF
Airtec Products Corporation
to
MERGER
with
E-Z Trap, Inc.

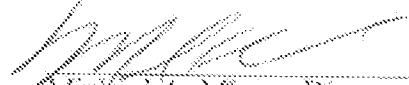
To: The Secretary of the Corporation:

Airtec Products Corporation
1244 Davol Street
Fall River, Massachusetts 02720

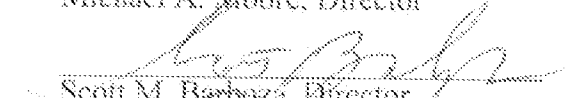
The undersigned being the only directors of Airtec Products Corporation, a Massachusetts corporation ("Corporation"), hereby consent to the following action and the following votes, all pursuant to §8.21 of the Massachusetts Business Corporation Act:

VOTED:	That the board of directors hereby adopts the Agreement and Plan of Merger ("Plan") in the form attached hereto and that the board of directors shall submit the Plan to the Corporation's shareholders for approval.
VOTED:	That, after shareholder approval, the Corporation enter into the Plan, and that the appropriate officers of the Corporation be, and hereby are, authorized to take such actions as each may deem necessary or appropriate to consummate the merger ("Merger") contemplated by the Plan and that the Plan is hereby approved.
VOTED:	That the execution and delivery of the Plan, after shareholder approval, and such other documents and instruments which the officers of the Corporation or any of them deem appropriate (collectively the "Merger Documents") be hereby approved.
VOTED:	That the officers of the Corporation are hereby authorized to execute and deliver the Merger Documents on behalf of the Corporation in such form and with such changes as each may approve, the execution and delivery of each such Merger Document to be conclusive evidence that the same has been approved hereby.
VOTED:	That the officers of the Corporation are and each of them is authorized to take such further action as any of them deems appropriate to effectuate the transactions contemplated by the foregoing.
VOTED:	To ratify and confirm all that each of the officers of the Corporation has done in connection with the Plan, Merger and the Merger Documents on behalf of the Corporation.
VOTED:	To fix as the record date for determining the shareholders entitled to vote upon the approval of the Merger Agreement is immediately after the votes in this consent become effective.
VOTED:	To waive the restrictions upon transfer contained in the Corporation's articles of organization and give to the Corporation's shareholder the right to dispose of its stock at its pleasure.

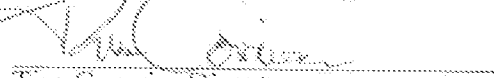
Dated: January 9, 2008



Michael A. Moore, Director



Scott M. Barboza, Director



Tim Correia, Director

SHAREHOLDER'S CONSENT
Airtec Products Corporation

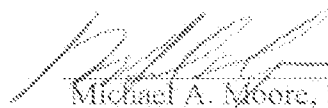
To: The Secretary of the Corporation:

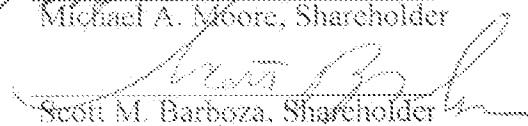
Airtec Products Corporation
1244 Davol Street
Fall River, Massachusetts 02720

The undersigned, Michael A. Moore, Scott M. Barboza and Gerald Spanger, being the only shareholders of Airtec Products Corporation (the "Corporation"), hereby consent to the following action and the following votes, all pursuant to §7.04 of the Massachusetts Business Corporation Act and direct the Secretary to include or cause the inclusion of this consent with the records of meetings:

VOTED:	To approve the Agreement and Plan of Merger ("Plan") in the form attached hereto.
VOTED:	That the Corporation enter into the Plan and that the directors of the Corporation be, and hereby are, authorized to take such action as each may deem necessary or appropriate to consummate the merger ("Merger") contemplated by the Plan.
VOTED:	To ratify and confirm all that the directors and officers have done in connection with the Merger on behalf of the Corporation.

Dated: January 9, 2008


Michael A. Moore, Shareholder


Scott M. Barboza, Shareholder


Gerald Spanger, Shareholder

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER ("Plan") dated January 9, 2008, between Airtec Products Corporation, a Massachusetts corporation (the "Airtec"), whose principal office is 1244 Davol Street, Fall River, Massachusetts 02720, and E-Z Trap, Inc., Incorporated, a Delaware corporation (the E-Z Trap, Inc.), having a principal office at Edison, New Jersey.

WITNESSETH THAT:

WHEREAS, the "Airtec" has an authorized capital stock of 100,000 shares of common stock, without par value, of which 27000 are issued and outstanding as of the date hereof, and

WHEREAS, the E-Z Trap, Inc. is authorized to issue 1000 shares of common stock, of which 500 are issued and outstanding as of the date hereof, and

WHEREAS, the board of directors of "Airtec" has adopted the Plan and the shareholders of "Airtec" the Corporation have approved the Plan and the board of directors of E-Z Trap, Inc. and shareholders of E-Z Trap, Inc. have voted in the manner set forth in Section 2(e) below, all as set forth herein under the provisions of Mass. Gen. L. ch. 156D, §11.02.

NOW THEREFORE, the parties hereto hereby agree as follows:

1. Merger.

(a) The names of the corporation and the trust that will merge are Airtec Products Corporation and E-Z Trap, Inc. and the corporation that will be the survivor is Airtec Products Corporation.

(i) Except as specifically provided herein and by law, the corporate identity and existence of "Airtec", with all its purposes, powers and privileges shall continue unaffected and unimpaired by the merger contemplated by this Agreement and the identity and existence of E-Z Trap, Inc., with all its purposes, powers and privileges shall cease and be merged with and into the Corporation all as set forth in Mass. Gen. L. ch. 156D, Part 11; and

(ii) "Airtec", as the entity surviving the merger contemplated by this Agreement, shall be fully vested with all such purposes, powers and privileges and fully charged with all existing obligations of E-Z Trap, Inc. all as set forth in Mass. Gen. L. ch. 156D, §11.07.

(b) Anything herein or elsewhere to the contrary notwithstanding, this Agreement, and the merger contemplated hereby, may be abandoned by vote of the board of directors of "Airtec" at any time prior to its effective date. In the event of such abandonment, notice shall forthwith be given to E-Z Trap, Inc. pursuant to M. G. L. c. 156D, §1.41, and thereupon this Agreement shall become wholly void and of no effect and there shall be no liability on the part of any party hereto, its officers, trustees, directors or shareholders, as the case may be. The merger shall become effective on January 9, 2008 or on the date and time articles of merger with respect thereto are approved for filing by the Secretary of State of The Commonwealth of Massachusetts, whichever may be sooner.

(c) No new corporation or other entity is to be created by the merger and the corporation that will be the survivor's articles of organization are not amended by the merger.

(d) The manner and basis of converting the shares of the merging corporations into shares or other securities, interests, obligations, rights to acquire shares or other securities, rights to acquire interests, cash, other property, or any combination of the foregoing are as follows:

(i) Each one (1) share of E-Z Trap, Inc., shall be converted into eleven and 864/1000 (11.864) shares of the common stock, without par value, of the Corporation.

(ii) All voting rights and powers, dividend rights, preferences, and other rights and qualifications of holders of the shares so converted shall, after such conversion, be as provided for the shares of the corporation that will be the survivor held after such conversion, and no inconsistent rights and powers, dividend rights, preferences, and other rights and qualifications shall survive the conversion.

(iii) Certificates for shares outstanding at the effective date of the merger and so converted may, but need not, be surrendered, canceled and replaced with certificates for the stock into which the stock they had represented has been converted.

2. Terms and Conditions of the Merger.

The following are the terms and conditions of the merger:

(a) upon the merger becoming effective, all of the rights, immunities, privileges, powers and franchises of "Airtec" and E-Z Trap, Inc., both of a public and private nature, all property, real, personal and mixed, all debts due on account, as well for stock subscriptions as all other things in action or belonging to each of the entities shall vest in the "Airtec", without further act or deed as effectually as they were vested in E-Z Trap, Inc. or the "Airtec", and title to any real estate whether vested by deed or otherwise in either of the parties to the merger shall not revert or be in any way impaired by reason of the merger.

(b) "Airtec", the surviving entity, shall upon the merger and thenceforth, assume and be responsible for all debts, liabilities, obligations and duties of each party to the merger, and all such debts, liabilities, obligations and duties shall thenceforth attach to "Airtec", the surviving entity, and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it, but the liabilities of their respective shareholders, directors, officers and/or trustees shall not be affected, nor shall the rights of creditors thereof or of any person dealing with either entity or any liens upon the property of either of the entities be impaired by the merger and any action or proceeding pending against either entity may be prosecuted as if such merger had not taken place. If at any time after the effective date of the merger, "Airtec", the surviving entity, shall deem that any further assignments or assurances in law or other things are necessary or desirable to vest, perfect or confirm, on record or otherwise, in "Airtec", the surviving entity, the title to any property or rights acquired or to be acquired by reason or as a result of such merger, then the appropriate directors or officers of "Airtec" are hereby authorized to execute and acknowledge all such instruments of further assurance and do such other acts or things, either in the name of "Airtec" or in the name of any party to the merger as they may deem necessary to carry out the purposes of this Agreement.

(c) upon and as a result of the merger being effective, the assets, liabilities, reserves and accounts of each of "Airtec" and E-Z Trap, Inc. shall be taken up on the books of "Airtec", the surviving entity, at the amounts at which they, respectively, shall then be carried on the books of said party to the merger, subject to such adjustments or eliminations of intercompany items, as may be appropriate in giving effect to the merger.

(d) All acts, plans, policies, approvals and authorizations of E-Z Trap, Inc., its shareholders, directors or agents, which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of "Airtec", the surviving entity, and shall be as effective and binding thereon as the same were with respect to E-Z Trap, Inc. The employees and agents of E-Z Trap, Inc. shall become the employees and agents of "Airtec", the surviving entity, and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of the Trust.

(e) There shall have occurred prior to the merger, (a) as to E-Z Trap, Inc., (1) the directors of E-Z Trap, Inc. shall have adopted this Plan and this Plan shall have been approved by at least two-thirds of all of the shares of the Corporation outstanding after submission thereof by the directors, and, (b) as to "Airtec", the directors of the Corporation shall have adopted this Plan and this Plan shall have been approved by at least two-thirds of all of the shares of the Corporation outstanding after submission thereof by the directors.

(f) Within fourteen (14) days after the last approval of this Plan pursuant to Section 2(e) above, articles of merger shall be submitted for filing with the office of the Secretary of State of The Commonwealth of Massachusetts.

3. Entire Agreement, Waivers.

This Plan represents the entire agreement of the parties and supersedes all prior agreements, negotiations and understandings, oral or written, among the parties with respect to the subject matter hereof. Except as provided in this Plan, no interpretation, change, waiver, termination or modification of any provision of this Plan will be binding upon any party unless in writing and signed by all of the parties.

4. Governing Law.

This Plan shall be construed under and governed by the laws of The Commonwealth of Massachusetts as if it were an agreement between Massachusetts residents, entered into and performed entirely within said commonwealth.

5. Successors and Assigns.

This Plan shall be binding upon the parties hereto, their respective heirs, representatives, successors and assigns provided that this Plan may not be assigned by any party without the written consent of the other.

6. Captions.

Captions are supplied herein for convenience only and shall not be deemed to be part of this Plan for any purpose.

7. Counterparts.

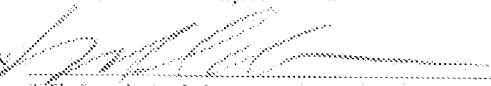
This Plan may be executed in any number of counterparts, each of which shall be deemed to be an original.

8. Severability.


If any general term or condition of this Plan shall be invalid or unenforceable to any extent or in any application, then the remainder of this Plan and such term or condition, except to such extent or application, shall not be affected thereby, and each and every term and condition shall be valid and enforced to the fullest extent and in the broadest application permitted by law.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed on the date first above written.

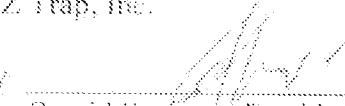
Airtec Products Corporation

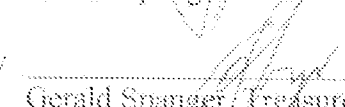
By 
Michael A. Moore, President

By 
Scott M. Barboza, Treasurer

By 
Gerald Spanger, Vice President

E-Z Trap, Inc.

By 
Gerald Spanger, President

By 
Gerald Spanger, Treasurer

DF
PC

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Merger

FORM MUST BE TYPED

Involving Domestic Corporations,

Foreign Corporations or Foreign Other Entities

(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
(S) Airtec Products Corporation	Massachusetts	043190633 May 15, 1992
(M) E-Z Trap, Inc.	Delaware	March 5, 1993

(3) The foreign corporation or other entity ☐ is / ☒ is not* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: Airtec Products Corporation (S) 043190633

(5) Jurisdiction under the laws of which the surviving entity will be organized: Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: n/a

(7-8) For each domestic corporation that is a party to the merger:**

(check appropriate box)

☒ The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

☐ The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

* Check appropriate box

** Provide this information for each domestic corporation separately

P.C.

PATENT 156-1110695011337 01/18/05

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(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: 1244 Davol Street, Fall River, MA 02720
(number, street, city or town, state, zip code)

Signed by: _____

(signature of authorized individual)

Gerald Spanger, President of EZ Trap, Inc.

☐ Chairman of the board of directors,

☒ President,

☐ Other officer,

☐ Court-appointed fiduciary,

on this 9 day of January, 2008

Signed by: _____

(signature of authorized individual)

Scott M. Barboza, Treasurer of Airtec Products Corporation

☐ Chairman of the board of directors,

☐ President,

☒ Other officer,

☐ Court-appointed fiduciary,

on this 9 day of January, 2008

Signed by: _____

(signature of authorized individual)

Michael A. Moore, President of Airtec Products Corporation

☐ Chairman of the board of directors,

☒ President,

☐ Other officer,

☐ Court-appointed fiduciary,

on this 9 day of January, 2008

Signed by: _____

(signature of authorized individual)

☐ Chairman of the board of directors,

☐ President,

☐ Other officer,

☐ Court-appointed fiduciary,

on this 9 day of January, 2008

1041920

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
 Secretary of the Commonwealth
 One Ashburton Place, Boston, Massachusetts 02108-1512

**Articles of Merger Involving Domestic Corporations,
 Foreign Corporations or Foreign Other Entities**
 (General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

I hereby certify that upon examination of these articles of merger, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$250 having been paid, said articles are deemed to have been filed with me this 14th day of January 2008 at 10:35 a.m.

Effective date: _____
 (must be within 90 days of date submitted)

William Francis Galvin
 WILLIAM FRANCIS GALVIN
 Secretary of the Commonwealth

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
 Contact Information:

Michael T. Friar, Esquire

342 Union Street

New Bedford, MA 02740

Telephone: 508-994-2500

Email: m.friarlawoffice@verizon.net

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

Examiner

Name approval

C

#A.R.

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 CORPORATION DIVISION