

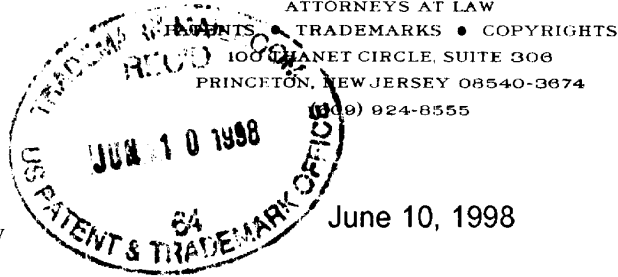
D

MATHEWS, COLLINS, SHEPHERD & GOULD, P.A.

6-10-98

BRUCE M. COLLINS
ROBERT G. SHEPHERD
RONALD GOULD
DIANE DUNN MCKAY
GLEN E. BOOKS
BROOKS R. BRUNEAU
SCOTT N. BERNSTEIN
ANASTASIA P. WINSLOW
PAUL A. SCHWARZ
TODD A. DENYS

COUNSEL
DENNIS J. HELMS



ATTORNEYS AT LAW
PATENTS • TRADEMARKS • COPYRIGHTS
100 PLANET CIRCLE, SUITE 308
PRINCETON, NEW JERSEY 08540-3674
(609) 924-8555

FACSIMILE: (609) 924-3036
TELEX: 291601
e-mail: Attorneys@MathewsLaw.Com
H. HUME MATHEWS (1911-1989)
MARTHA G. PUGH (1913-1992)
OF COUNSEL
SHEILA F. HORDON

June 10, 1998

07-01-1998



100751900

Via Express Mail

Honorable Commissioner of
Patents and Trademarks
2900 Crystal Drive
Arlington, Virginia 22002-3513

Attn: BOX Trademark Assignment

RE: Recordal of Certificate of Merger of
Water-Jel Technologies, Inc.
with and into X-Ceed, Inc.
Our File No.: 1448-147

Dear Sir or Madam:

Enclosed please find a certified copy of the Certificate of Merger of Water-Jel Technologies, Inc., with and into X-Ceed, Inc. Please record and index this document against the U.S. Trademark Registrations and Applications listed on the attached Schedule A, ensuring that all Registrations and Applications now show ownership by X-Ceed, Inc. If you have any questions, please telephone the undersigned directly.

06/30/1998 DNGUYEN 00000089 1177931

01 FC:481
02 FC:482

1. ~~The Name of~~ The Party conveying an interest:

Water-Jel Technologies, Inc.
243 Veterans Blvd.
Carlstadt, New Jersey 07072

Entity:

- Individual Association
- General Partnership Limited Partnership
- Corporation - a New York Corporation
- Other _____

490E
WB

2. Name and Address of Party Receiving an Interest:

X-Ceed, Inc.
488 Madison Avenue
New York, New York 10022

Entity:

- Individual Association
 General Partnership Limited Partnership
 Corporation - a Delaware Corporation
 Other _____

If not domiciled in the United States, a domestic representative designation is attached:

- Yes **Not Applicable**
 No

3. Interest Conveyed:

- Assignment Change of Name
 Security Agreement Merger

4. Application number(s) or registration number(s).

Additional sheet attached: Yes No

A. See schedule A

B. See schedule A

5. Name and Address of party of whom correspondence concerning document should be mailed.

Brooks R. Bruneau, Esq.
MATHEWS, COLLINS, SHEPHERD & GOULD
100 Thanet Circle, Suite 306
Princeton, NJ 08540-3674
Tel. No. (609) 924-8555

6. Number of applications and registrations involved:

19

7. Amount of fee enclosed or authorized to be charged:

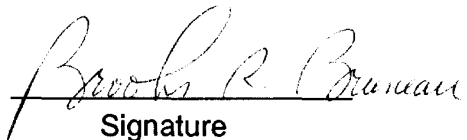
\$490

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

Your prompt attention to expediting the recordation of this Merger document is greatly appreciated. Please ensure that the registrations and applications now stand in the name of X-Ceed, Inc. If you have any questions, please do not hesitate to telephone me directly at (609) 924-8555.

9. Date of execution of attached document: February 20, 1998

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:


Signature

6/10/98
Date

Brooks R. Bruneau
Name of Person Signing

BRB:fem

cc:

- Encs.
1. Certified Copy of Change of Name Document
 2. Schedule A
 3. Check for \$490.00
 4. Postcard

SCHEDULE A

REG. NO.	APPLN. NO.	MARK
1,177,931	289,821	WATER-JEL
1,429,819	73/61129	WATER-JEL & DESIGN
1,392,078	522,971	WATER-JEL
1,391,321	526,737	WATER-JEL IN TEARDROP DESIGN
1,337,226	459,111	TRL
1,394,610	526,736	TWO FIGURES WITH FLAME & BLANKET
1,762,382	74/277,482	WATER-JEL BURN-JEL
1,764,009	74/277,463	WATER-JEL BURN-JEL & DESIGN
1,764,011	74/278,443	BURN-JEL & DESIGN
1,811,814	74/377,427	WATER-JEL HEAT SHIELD
1,854,013	74/379,450	UNBURN
1,958,221	74/419,451	NEW DROPLET DESIGN
1,958,223	74/419,598	NEW DROPLET DESIGN
1,772,187		IVY SCREEN
2,060,006	75/002,742	PUTTING RELIEF IN YOUR HANDS
1,185,594	289,823	WATERJEL AND DROPLET DESIGN
2,136,815	75/170,006	WJ ONE TIME TUBE AND DESIGN
	75/293,159	WJ
	75/292,878	WJ

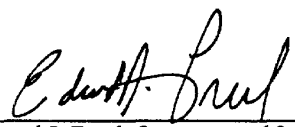
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WATER-JEL TECHNOLOGIES, INC.", A NEW YORK CORPORATION, WITH AND INTO "X-CCEED, INC." UNDER THE NAME OF "X-CCEED, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

2834804 8100M

981211767

AUTHENTICATION: 9115317

DATE: 06-02-98

TRADEMARK

REEL: 1746 FRAME: 0492

CERTIFICATE OF MERGER

of

WATER-JEL TECHNOLOGIES, INC.

Into

X-CEED, INC.

Pursuant to Section 252(c) of the
State of Delaware General Corporation Law

The undersigned, being the Surviving corporation, hereby sets forth as follows:

FIRST: The name of the Surviving corporation is X-Ceed, Inc.; its state of incorporation is Delaware.

SECOND: The name of the Non-Surviving corporation is Water-Jel Technologies, Inc.; its state of incorporation is New York.

THIRD: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252(c) of the State of Delaware General Corporation Law.

FOURTH: The Certificate of Incorporation of X-Ceed, Inc. shall be the Certificate of Incorporation of the Surviving corporation.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving corporation; the address of said principal place of business is as follows:

488 Madison Avenue
New York, New York 10022

SIXTH: A copy of the Agreement of Merger will be furnished by the Surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of the Non-Surviving corporation which is incorporated under the laws of the State of New York is 12,500,000 shares of Common Stock, \$.08 par value per share, and 125,000 shares of Preferred Stock, \$.08 par value per share.

IN WITNESS WHEREOF, this Certificate is hereby executed this 20th day of
February, 1998.

X-CEED, INC.
Surviving Corporation

By: /s/ Werner Haase
Werner Haase, President