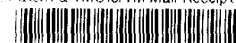


07-20-1998



100767937

06-29-1998

To the Honorable Commissioner of P

1. Name of conveying party(ies):

OPI I, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 23, 1996

2. Name and address of receiving party(ies)

Name: OP II, Inc.

Internal Address: 1615 South Congress Ave.

Street Address: Suite 200

City: Delray Beach State: FL Zip: 33445

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Florida
- Other

If assignee is not domiciled in the United States, a domestic representative designation to attached?  Yes  No

(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.s(s)

B. Trademark Registration No.(s)

2,142,500

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kimberly A. Collins

Internal Address: Thorp Reed & Armstrong

Street Address: One Riverfront Center  
9th Floor

City: Pgh. State: PA ZIP: 15222

6. Total number of applications and

registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0888

(Attach duplicate copy of this page if paying by deposit account)

07/16/1998 JSHABAZZ 00000117 2142500

01 FC:481

40.00 (D)

DO NOT USE THIS SPACE

9. 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.

Kimberly A. Collins  
Name of Person Signing

Kimberly A. Collins  
Signature

6/23/98  
Date

Total number of pages including cover sheet, attachments, and documents:

Office of the Secretary of State

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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:

"OPI I, INC.", A DELAWARE CORPORATION,

WITH AND INTO "OP II, INC." UNDER THE NAME OF "OP II, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1996, AT 3 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2698485 8100M

960380853

AUTHENTICATION: 8258115  
TRADEMARK  
DATE: 12-24-96  
REEL: 1755 FRAME: 0029

CERTIFICATE OF MERGER  
OF  
OPI I, INC.  
INTO  
OP II, INC.

The undersigned corporation does hereby certify:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows (together, the "Constituent Corporations"):

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
OPI I, Inc.	Delaware
OP II, Inc.	Florida

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is CP II, Inc., a Florida corporation (the "Surviving Corporation").

FOURTH: That the Articles of Incorporation of the Surviving Corporation shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the merger.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 1615 South Congress Avenue, Suite 200, Delray Beach, Florida 33444.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: That the Surviving Corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other

proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 1615 South Congress Avenue, Suite 200, Delray Beach, Florida 33444, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That the effective date of the merger shall be December 29, 1996.

Signed this 17 day of December, 1996.

OP II, INC.

By: Robert Totte  
Printed Name: Robert Totte  
Its: President

12\17\96\38624\012\10CZEA5.001

RECORDED: 06/29/1998

TRADEMARK  
REEL: 1755 FRAME: 0031