

08-07-1998

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Form PTC
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U.S. Patent & TMOs/TM Mail Rpt Dt. #54

ORI

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



07-22-1998

and 100787483

original documents or copy hereof.

MPO 7-22-98

To the Honorable

1. Name of conveying party(ies):

Syntra Ltd.

- Individual(s)
- General Partnership
- Corporation-State New York
- Other

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: Syntra Ltd.

Address: 505 Fifth Avenue

City: New York State: NY Zip: 10018

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

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

(Designations must be a separate document from Assignment)

Additional name(s) & addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: May 4, 1998

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

A. Trademark Application No.(s)
75/336,298 75/389,672 75/423,230

B. Trademark Registration No.(s)

Additional Numbers attached? Yes No

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

Name: Andrew N. Fredbeck

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 633 Third Ave.

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:..... 3

7. Total fee (37 CFR 3.41) \$90.00

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)**

8. Deposit account number:
23-0825-0576900

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

08/06/1998 DNGUYEN 00000236 75336298

01 FC:481
02 FC:482

40.00 DP
50.00 DP

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.

Andrew N. Fredbeck
Name of Person Signing

Signature

7/21/98
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

TRADEMARK
FZLZ File No.: SYNT USA TT-98/05267
REEL 1764 FRAME 0770

State of Delaware
Office of the Secretary of State

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:

"SYNTRA LIMITED", A NEW YORK CORPORATION,
WITH AND INTO "SYNTRA LIMITED" UNDER THE NAME OF "SYNTRA LIMITED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2884979 8100M

9062778

981171379

AUTHENTICATION:

05-05-98

DATE:

TRADEMARK

REEL: 1764 FRAME: 0271

CERTIFICATE OF MERGER

OF

SYNTRA LIMITED, A NEW YORK CORPORATION,

INTO

SYNTRA LIMITED, A DELAWARE CORPORATION,

UNDER SECTION 252 OF THE DELAWARE GENERAL CORPORATION LAW

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Syntra Limited, which is incorporated under the laws of the State of New York ("Syntra NY"); and
 - (ii) Syntra Limited, which is incorporated under the laws of the State of Delaware ("Syntra DE").
2. An Agreement of and Plan of Merger has been approved, adopted, certified, executed, and acknowledged (i) by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law (the "DGCL"), and (ii) by Syntra NY in accordance with the applicable laws of the State of New York.
3. Syntra DE shall be the surviving corporation in the merger herein and its name is herein certified as Syntra Limited, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the DGCL.
4. The Certificate of Incorporation of Syntra DE, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the DGCL.
5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

Syntra Limited
505 Eighth Avenue
New York, New York 10018

NY01B111C/115837.02

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by Syntra DE, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Syntra NY consists of 5,000,000 shares of capital stock, \$.001 par value per share, all of which are shares of voting Common Stock.

Dated: May 4, 1998.

Syntra Limited,
a New York Corporation

By:

Name:

Title: President

Harry L. Dangle

Dated: May 4, 1998.

Syntra Limited,
a Delaware Corporation

By:

Name:

Title: President

Harry L. Dangle

BPHNY\BEC\077480.01
10/23/96

Schedule of Trademarks

<u>Trademark</u>	<u>Ser./Req. No.</u>
GLS GLOBAL LOGISTICS SYSTEMS	75/336,298
HANDS FREE PROCESSING	75/389,672
SYNTRA	75/423,230