

MRO 8-4-98

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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To the Honorable Commissioner

08-07-1998

is attached original documents or copy thereof.

1. Name of conveying party(ies): Prince Castle, Inc.



100788959

and address of receiving party(ies) Prince Castle, Inc.

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

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

Internal Address, Street Address: 355 E. Kehoe Blvd., City: Carol Stream State: IL ZIP: 60188

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

assignee is not domiciled in the United States, a domestic representative designation is attached. Designations must be a separate document from assignment. Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: March 28, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,071,010 2,117,205

08/06/1998 DNGUYEN 00000046 230785 2071010

FC:481 40.00 CH FC:482 25.00 CH

Additional numbers attached? Yes No

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

Name: P. William McLaughlin

Internal Address:

Wood, Phillips, VanSanten, Clark & Mortimer

Street Address: 500 West Madison Street Suite 3800

City: Chicago State: IL ZIP: 60661

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

23-0785

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

08/06/1998 DNGUYEN 00000045 230785 2071010

FC:581 40.00 CH

DO NOT USE THIS SPACE

FC OK

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.

P. William McLaughlin Name of Person Signing

Signature

5 Date

Total number of pages including cover sheet, attachments, and document: 5

08/06/1998 DNGUYEN 00000045 230785 2071010 40.00 CH

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 OWNERSHIP, WHICH MERGES:

"PRINCE CASTLE, INC.", A ILLINOIS CORPORATION,
WITH AND INTO "PRINCE CASTLE HOLDINGS, INC." UNDER THE NAME OF "PRINCE CASTLE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A D 1995, AT 12:15 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION

DATE 7462776

TRADEMARK

04-05-95

REEL: 1769 FRAME: 0896

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CERTIFICATE OF OWNERSHIP AND MERGER OF

Prince Castle, Inc., an Illinois corporation

WITH AND INTO

Prince Castle Holdings, Inc. a Delaware corporation

**Pursuant to Section 253 of the General Corporation Law
of the State of Delaware**

Prince Castle Holdings, Inc., a Delaware corporation, desiring to merge Prince Castle, Inc., an Illinois corporation, into it pursuant to the provisions of Section 253 of the Delaware General Corporation Law, hereby certifies as follows:

1. Prince Castle Holdings, Inc. (the "Parent" and the "Surviving Corporation") is a corporation organized and validly existing under the laws of the State of Delaware; its Certificate of Incorporation was filed in the office of the Secretary of State of Delaware on May 13, 1993.

2. Prince Castle, Inc. (the "Subsidiary") is a corporation organized and validly existing under the laws of the State of Illinois. Its Articles of Incorporation were filed in the office of the Secretary of State of Illinois on November 12, 1968.

3. The laws of Illinois permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. On March 28, 1995, the Parent (referred to in the resolutions referred to below as the "Corporation", the "Parent" or the "Surviving Corporation") lawfully owned all of the issued and outstanding capital stock of the Subsidiary (referred to in said resolutions as the "Subsidiary"), and on that date the Board of Directors of the Surviving Corporation, by resolutions duly adopted by written consent, determined to merge the Subsidiary and to assume all of its obligations, such merger and assumption of obligations to be effective March 28, 1995; said resolutions read as follows:

RESOLVED, that the Corporation's wholly-owned Subsidiary, Prince Castle, Inc., an Illinois Corporation (the "Subsidiary"), be, and it hereby is, merged into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of the Subsidiary be, and hereby are, vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name (the "Merger"); and

FURTHER RESOLVED, that the Corporation shall assume all of the obligations of the Subsidiary; and

FURTHER RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents and shall cause to be performed all necessary acts, all as prescribed by the laws of the State of Delaware, by the laws of the State of Illinois, and by the laws of any other appropriate jurisdiction, in order to effectuate the Merger; and

FURTHER RESOLVED, that the Effective Time of the Certificate of Ownership and Merger shall be upon its filing with the Secretary of State of the State of Delaware, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time (the "Effective Time"); and

FURTHER RESOLVED, that the Surviving Corporation's corporate name shall be changed to be "Prince Castle, Inc", and the Surviving Corporation shall continue to be governed by the laws of the State of Delaware; and

FURTHER RESOLVED, that the Articles of Incorporation of Parent, as amended hereby by the changing of the Parent's corporate name, shall continue as the Articles of Incorporation of the Surviving Corporation; and

FURTHER RESOLVED, that the Bylaws of the Corporation in effect immediately prior to the Effective Time shall continue as the Bylaws of the corporation that is the survivor of the Merger (the "Surviving Corporation"), and the officers and directors of the Corporation holding office immediately prior to the Effective Time shall hold their respective positions as officers and directors of the Surviving Corporation; and

FURTHER RESOLVED, that the manner and basis of dealing with the outstanding shares of capital stock of each of constituent corporations shall be as follows:

(a) Each share of common stock of Subsidiary that is issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration or distribution shall be deliverable with respect thereto.

(b) Each share of common stock of the Corporation that is issued and outstanding immediately prior to the Effective Time

shall, without further action, be entitled a share of common stock of the Surviving Corporation.

(c) As soon as practical after the Effective Time, each holder of a certificate or certificates which prior thereto represented outstanding common stock of Parent shall surrender each certificate or certificates to the Secretary of the Surviving Corporation and shall receive in exchange therefor a certificate or certificates representing a like number of shares of common stock of the Surviving Corporation.


Dated: March 28, 1995

PRINCE CASTLE HOLDINGS, INC.,
as the Surviving Corporation

By: 

Gerald Rosenberg
Chairman of the Board

ATTEST:


Stanley Baron
Assistant Secretary