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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

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| <p>1. Name of conveying party(ies): <u>7-31-97</u></p> <p>OP I, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies)</p> <p>Name: <u>OP II, Inc.</u></p> <p>Internal Address: <u>Suite 200</u></p> <p>Street Address: <u>1615 S. Congress Avenue</u></p> <p>City: <u>Delray Beach</u> State: <u>FL</u> Zip: <u>33445</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Florida</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation to attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> |
| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 23, 1996</u></p> | |

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| <p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No.s(s)</p> | <p>B. Trademark Registration No.(s)</p> <p><u>665,123</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> |
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| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Kimberly A. Collins</u></p> <p>Internal Address: <u>Thorp, Reed & Armstrong</u></p> <p>Street Address: <u>20 Stanwix Street</u></p> <p>City: <u>Pittsburg</u> State: <u>PA</u> ZIP: <u>15222</u></p> | <p>6. Total number of applications and registrations involved: <input type="checkbox"/></p> <p>7. Total fee (37 CFR 3.41) \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>20-0888</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p> |
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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

7/29/98
Date

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

Mail documents to be recorded with required cover sheet information to
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1770 FRAME: 0681

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:

"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.

*per Delaware law
102 (cd) in d&e
effective 12/24/96*



Edward J. Freel

Edward J. Freel, Secretary of State

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960380858

AUTHENTICATION: 8258115

DATE: 12-24-96

TRADEMARK

REEL: 1770 FRAME: 0682

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 OP 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.

OF II, INC.

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

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