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To the Honorable Commissioner of Patents and Trademarks 100802375

attached original documents or copy thereof.

1. Name of conveying party(ies):

Hoyt Co., Inc.

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

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

2. Name and address of receiving party(ies)

Name: Hoyt Co., Inc.

Internal Address: _____

Street Address: 1400 Ragan Street

City: Memphis State: Tennessee ZIP: 38106

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Tennessee
- 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) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: March 29, 1956

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

A. Trademark Application No.(s)

U.S. Patent & TMO/TM Mail Rpt Dt. #70

Trademark Registration No.(s)



08-11-1998

Registration No. 589,608

Additional numbers attached? Yes No

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

Name: Peter J. Georges

Internal Address: _____

Street Address: 3150 Commonwealth Avenue

City: Alexandria State: Va. ZIP: 22305

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:

18-2361

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

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.

Peter J. Georges
Name of Person Signing

Peter J. Georges
Signature

August 10, 1998
Date

Total number of pages including cover sheet, attachments, and document: 13

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40.00 CH
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182781
08/26/98 TIME

CERTIFICATE OF CONSOLIDATION

HOYT CO., INC.
(a New York corporation)

AND

HOYT COMPANY, INC.
(a Tennessee corporation)

INTO

HOYT COMPANY, INC.
(a Tennessee corporation)

Pursuant to Section Ninety-One of the Stock Corporation Law,

We, the undersigned John B. Kelly and Walter York, Jr. being respectively the President and the Secretary of HOYT CO., INC. (a New York corporation) and John B. Kelly and Walter York, Jr. being respectively the President and the Secretary of HOYT COMPANY, INC. (a Tennessee corporation) hereby certify:

1. HOYT COMPANY, INC., a corporation incorporated under the laws of the State of Tennessee on January 16, 1956, and HOYT CO., ~~INC.~~ INC., the Certificate of Incorporation of which was filed in the Department of State of New York on August 29, 1951 (the name of said New York corporation was changed on August 22, 1952 from F. HOYT & CO., INC.), ~~are the corporations to be included in the consolidation.~~

2. ~~HOYT CO., INC.~~ HOYT CO., INC. (a New York corporation) and HOYT COMPANY, INC. (a Tennessee corporation) shall be consolidated into HOYT COMPANY, INC., a corporation incorporated and existing under and by virtue of the laws of the State of Tennessee and HOYT COMPANY, INC. (a Tennessee corporation) shall survive this consolidation.

3. The name of the consolidated corporation shall be HOYT COMPANY, INC., and the state under the laws of which it is incorporated is Tennessee, and the location of its principal office shall be at No. 1400 Logan Street in the City of Memphis in the State of Tennessee.

4. The terms and conditions of the consolidation, the mode of carrying the same into effect, and the manner of converting or cancelling the shares of each of the constituent corporations, are as follows:

A. Upon the filing of this Certificate of Consolidation as required by law:

(i) Each of the certificates representing capital stock of ~~HOYT COMPANY, INC.~~ HOYT CO., INC., a New York corporation, shall be surrendered to that corporation;

(ii) Upon such surrender, holders of Class A and Class B stock of ~~HOYT COMPANY, INC.~~ HOYT CO., INC., a New York corporation, shall receive certificates representing a like number of shares of Class A and Class B stock, respectively, on a share for share basis, of HOYT COMPANY, INC., a Tennessee corporation; and

(iii) Each share of the Class A and Class B stock of the New York Corporation shall be converted into one share of the same class of the surviving corporation.

B. The issued and outstanding shares of Class A and Class B stock, respectively, of HOYT COMPANY, INC., a Tennessee corporation and the surviving corporation, shall not be changed, and until surrendered for new stock certificates of said surviving corporation, may be treated by the surviving corporation for all corporate purposes as evidencing respectively the ownership of the number of shares of stock of the respective classes of the surviving corporation to which the respective holders thereof shall be entitled upon surrender of such outstanding certificates for the stock of the surviving corporation.

26451-2

5. The consolidated corporation may be sued in the State of New York for any obligation of ~~HOYT COMPANY, INC.~~ HOYT CO., INC. (a New York corporation) and the consolidated corporation hereby irrevocably appoints the Secretary of State of New York as its agent upon whom process may be served in any action or proceeding for the enforcement of payment of any obligations of HOYT CO., INC. ~~HOYT COMPANY, INC.~~ (a New York corporation).

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate, this 29th day of March, 1956.



President, Hoyt Co., Inc. ~~INC.~~ (N.Y.)



Secretary, Hoyt Co., Inc. ~~INC.~~ (N.Y.)



President, Hoyt Company, Inc. (Tenn.)



Secretary, Hoyt Company, Inc. (Tenn.)

STATE OF TENNESSEE
COUNTY OF _____

On the 29th day of _____, 1956, before me personally came _____, and _____, both of whom are known to me to be the persons mentioned in the foregoing certificate, and they acknowledged that they executed the same.

My Commission Expires Dec 31, 1958

[Handwritten Signature]

Notary Public

STATE OF TENNESSEE)
): ss.:
COUNTY OF SHELBY)

On the 29th day of March, 1956, before me personally came John B. Kelly, and Walter York, Jr., and _____, to me known, and known to me to be the persons described in and who executed the foregoing certificate, and they severally duly acknowledged that they

STATE OF TENNESSEE
SHELBY COUNTY
CLERK'S OFFICE

I, W. H. EWING, Clerk of said County and Courts thereof, the same being Courts of record, do hereby certify that _____
- - A. Curtis Pope -

before whom the annexed instrument was taken, and whose name is subscribed in the certificate of proof thereof, was, at the time of taking the same, a Notary Public in and for said county, duly sworn and acting as such, and authorized to take the same, and was also authorized to take acknowledgments to deeds or conveyances of land within the state aforesaid, and further, that I am well acquainted with his handwriting, and verily believe the signature thereto to be his genuine signature; and further, that the annexed instrument is executed and acknowledged according to the laws of the State of Tennessee.

In testimony whereof, I have herewith set my hand and affixed the seal of said County, at Memphis, Tennessee, this 28th day of _____, A. D. 1956.
W. H. Ewing, Clerk.

3645/5

Henry W. P. J.
Notary Public

STATE OF TENNESSEE)
) SS.:
COUNTY OF SHELBY)

John B. Kelly and Walter York, Jr.
being duly sworn, depose and say and each for himself deposes
and says: that John B. Kelly is the President of HOYT
CO., INC.
~~XXXXXXXXXX~~ of New York and that Walter York, Jr.,
is the Secretary of said Corporation; that they have been auth-
orized to execute and file the foregoing Certificate of Con-
solidation by the votes, cast in person or by proxy, of the
holders of record of two-thirds of the outstanding shares en-
titled to vote on the consolidation; that such votes were cast
at a meeting of the stockholders of said Corporation held in
the City of New York on the 20 day of March, 1956
at 2:00 o'clock P.M., upon written waiver, pursuant to
Section 31 of the General Corporation Law, of the notice re-
quired by Section 45 of the Stock Corporation Law, by every
stockholder of record of the Corporation entitled to vote
thereon or who, by reason of the action proposed to be taken
at such meeting, would be entitled to have his stock appraised
if such action were taken.

John B. Kelly

Walter York, Jr.

Subscribed and sworn to
before me this 29th day
of March, 1956
W. H. ...

Notary Public
My Commission Expires Dec. 31, 1956

STATE OF TENNESSEE)
 : ss.:
 COUNTY OF SHELBY)

John B. Kelly and Walter York, Jr.

being duly sworn, depose and say and each for himself deposes

and says: that John B. Kelly is the President of HOYT
 CO., INC.

~~COMPANY, INC.~~ of New York and that Walter York, Jr.,

is the Secretary of said Corporation; that they have been authorized to execute and file the foregoing Certificate of Consolidation by the votes, cast in person or by proxy, of the

of the outstanding shares entitling the undersigned to vote at a meeting of the stockholders of said Corporation held in
 day of March, 1956

by the undersigned in and to the above recited written waiver, pursuant to the provisions of the Corporation Law, of the notice re- quired by the Corporation Law, by every stockholder of said Corporation entitled to vote at the meeting, in connection with the action proposed to be taken at said meeting, and the undersigned is willing to have his stock appraised

[Handwritten signature]

STATE OF TENNESSEE)
 SHELBY COUNTY)
 CLERK'S OFFICE)

I, W. H. EWING, Clerk of said County and Courts thereof, the same being Courts of record, do hereby certify that

the foregoing is a true and correct copy of the original of the same as the same appears in the files of the Clerk's Office of said County.

before whom the annexed instrument was taken, and whose name is subscribed in the certificate of proof thereof, was, at the time of taking the same, a Notary Public in and for said county, duly sworn and acting as such, and authorized to take the same, and was also authorized to take acknowledgment of deeds or conveyances of land within the state aforesaid; and further, that I am well acquainted with his handwriting, and verily believe the signature thereto to be his genuine signature; and further, that the annexed instrument is executed and acknowledged according to the laws of the State of Tennessee.

In testimony whereof, I have hereunto set my hand and affixed the seal of said County, at Memphis, Tennessee, this

_____ day of _____, A. D., 1956

[Handwritten signature]

 Clerk

My Commission Expires Dec. 31, 1956

STATE OF TENNESSEE)
COUNTY OF SHELBY) SS.:

John B. Kellyard Walter York, Jr.,

being duly sworn, depose and say and each for himself deposes

STATE OF TENNESSEE
SHELBY COUNTY
CLERK'S OFFICE

I, W. H. EWING, Clerk of said County and Courts thereof,

the same being Courts of record, do hereby certify that

- - - A. Curtis Pope -

before whom the annexed instrument was taken, and whose name is subscribed in the certificate of proof thereof, was, at the time of taking the same, a Notary Public in and for said county, duly sworn and acting as such, and authorized to take the same, and was also authorized to take acknowledgements to deeds or conveyances of land within the state aforesaid; and further, that I am well acquainted with his handwriting, and verily believe the signature thereto to be his genuine signature; and further, that the annexed instrument is executed and acknowledged according to the laws of the State of Tennessee.

In testimony whereof, I have hereunto set my hand and affixed the seal of said County, at Memphis, Tennessee, this

28th - day of

May - A. D., 1916

W. H. Ewing, Clerk

36451-9

y in the President of
and that Walter York, Jr.,
ation; that they have been auth-
foregoing certificate of consoli-
ration by proxy, of the holders
outstanding shares entitled to
if such votes were cast at a
said Corporation held in the City
on 29th 1916 at 2:00
to the laws of the State of
Tennessee was organized.

Walter York, Jr.

My Commission Expires Dec. 31, 1916

STATE OF TENNESSEE)
) SS.:
COUNTY OF HENRY)

John S. Kelly and Walter Park, Jr.,

do hereby swear, depose and say and each for himself depose and say: that John S. Kelly is the president of THE KIRKMAN, INC. of Tennessee and that Walter Park, Jr., is the secretary of said Corporation; that they have been authorized to execute and file the foregoing certificate of consolidation of the votes, cast in person or by proxy, of the holders of at least two-thirds of the outstanding shares entitled to vote in the consolidation; that such votes were cast at a meeting of the shareholders of said Corporation held in the City of Memphis on the day of *March 29th* 1956 at 2:00 P. M., in compliance with the laws of the State of Tennessee, which said Corporation was organized.

Walter Park, Jr.

My Commission Expires Dec. 31, 1956



STATE OF NEW YORK
DEPARTMENT OF TAXATION AND FINANCE
ALBANY, N. Y.

State of New York
DEPARTMENT OF STATE

111-100

CERTIFY that I have compared the preceding copy with the original Certificate of Consolidation of HOYT CO., INC. (a New York corporation) and HOYT COMPANY, INC. (a Tennessee corporation) into HOYT COMPANY, INC. (a Tennessee corporation), pursuant to Section 91 of the Stock Corporation Law under the Corporate Name of HOYT COMPANY, INC., filed in this department on the 18th day of July, 1956, and that such copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the City of Albany, this nineteenth day of July, one thousand nine hundred fifty-six.

Carminia S. DeLafra

Secretary of State.

By *Samuel London*
Deputy Secretary of State.

CARMINE G. DESAPIO
SECRETARY OF STATE
BARNETT J. NOVA
EXECUTIVE DEPUTY

STATE OF NEW YORK
DEPARTMENT OF STATE

Handwritten signature
SAMUEL LONDON
DEPUTY SECRETARY

C

Pope & Pope,
1014 Exchange Bldg.,
Memphis, Tenn.

Albany,

July 18, 19 56

Certificate of Consolidation of HOYT CO., INC. (a New York corporation)
~~xx~~ and HOYT COMPANY, INC. (a Tennessee corporation) into
of HOYT COMPANY, INC. (a Tennessee corporation)
has been filed today.

Fees and/or tax paid as follows: Ck. Mo. Cy \$ 25.00
Filing \$ 25.00
Tax \$
Certified copy \$
Certificate \$

Total \$ 25.00

Refund \$

County Foreign

Department of State

by *Handwritten signature*

10472

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 18 1956

TAX \$ NONE

FILING FEE \$ 25

BY *Carrie S. DeFuria*
Secretary of State

Hoyt Company, Inc
(a New York corporation)
and
Hoyt Company, Inc
(a Tennessee corporation)
with
Hoyt Company, Inc
(a Tennessee corporation)

POPE & POPE
ATTORNEYS AT LAW
1014 EXCHANGE BUILDING
MEMPHIS, TENNESSEE