

08-27-1998



HEET

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Attorney Docket No.: 0034-GM

100804733

To the Honorable Commissioner of Patent and Trademark, please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Herbert Abrams Company, Inc.</p>	<p>2. Name and address of receiving party(ies):</p> <p>ARAMSCO, Inc. 1655 Imperial Way - P. O. Box 29 Thorofare, NJ 08086-0029</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: PA <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes; <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: June 29, 1998</p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p>	<p>B. Trademark Registration No.(s):</p> <p>1,294,531</p>
<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p>Michael L. Lovitz, Esq. PANITCH SCHWARZE JACOBS & NADEL, P.C. One Commerce Square 2005 Market Street, 22nd Floor Philadelphia, PA 19103-7086 Telephone: 215-567-2020 Facsimile: 215-567-2991 E-Mail: psjn@psjn.com</p>	<p>6. Total number of applications and registrations involved: [1]</p> <p>7. Total fee (37 CFR 3.41) Cal. <u>1</u> x \$40.00 = \$ 40.00 <u> </u> x \$25.00 = \$ <u> </u> <input checked="" type="checkbox"/> Authorized to be charged to deposit account \$40.00</p> <p>8. Deposit account number: 16-0235</p>

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.

Michael L. Lovitz
Name of Person Signing

Michael L. Lovitz
Signature

8/11/98
Date

Total number of pages including cover sheet, attachments and documents: [15]

127-531
160235
40.00 CH
08/24/1998 TMM11
01 FC:481

3-1-66.32 1245

Commonwealth of Pennsylvania
Department of State
Corporation Bureau

ARTICLES
OF
INCORPORATION

In compliance with the requirements of the Business Corporation Law, approved the 5th day of May, A.D. 1933, P.L. 364, as amended, the undersigned, all of whom are of full age and at least two-thirds of whom are citizens of the United States or its territories or possessions, desiring that they may be incorporated as a business corporation, do hereby certify:

1. The name of the corporation is:

HERBERT ABRAMS COMPANY, INC.

2. The location and post office address of its initial registered office in this Commonwealth is:

210 Trainer Street Chester Delaware
Number Street City County

3. The purpose or purposes of the corporation are: (*)

To have unlimited power to engage in or do any lawful act concerning any or all lawful businesses for which corporations may be incorporated under the provisions of this Act.

4. The term of its existence is: Perpetual

5. The aggregate number of shares which the corporation shall have authority to issue is: (**)

600 shares of \$100.00/par value common stock

(*) Do not recite powers set forth in Section 302 of the Act.

(**) There should be set forth the number and par value of all shares having par value; the number of shares without par value; and the stated capital applicable thereto. If the shares are to be divided into classes, a description of each class and a statement of the preferences, qualifications, limitations, restrictions, and the special or relative rights granted to, or imposed upon, the shares of each class.

FILING FEE — \$40.00

NOTE: Excise Tax at the rate of 1/5th of 1% (\$2.00 per \$1,000) will be due and payable at the time of filing of the Articles, computed by multiplying the number of authorized shares having par value by their par value, or if shares of no par stock are authorized, then on the stated capital applicable thereto as well.

ONLY A CLEARLY LEGIBLE ORIGINAL SHOULD BE SUBMITTED. SIGNATURES SHOULD BE IN BLACK INK.

DISC B-1 (Rev. 3-65)

TRADEMARK
REEL: 1773 FRAME: 0843

3-1-66.32 1246

6. The names and addresses of each of the first directors, who shall serve until the first annual meeting, are:

NAME	ADDRESS (including street and number, if any)
HERBERT ABRAMS	210 Trainer Street, Chester, Pa. 19013
MONA ABRAMS	210 Trainer Street, Chester, Pa. 19013
SIDNEY B. GOTTLIEB	818 Widener Building, Philadelphia, Pa. 19107

7. The names and addresses of each of the incorporators and the number and class of shares subscribed by each are:

NAME	ADDRESS (including street and number, if any)	NUMBER AND CLASS OF SHARES
HERBERT ABRAMS	210 Trainer Street, Chester, Penna. 19013	1 share common stock

IN TESTIMONY WHEREOF, the incorporators have signed and sealed these Articles of Incorporation this
..... 2nd day of November , 1966 .

..... (SEAL) *Herbert Abrams* (SEAL)
..... (SEAL) (SEAL)
..... (SEAL) (SEAL)

Approved and filed in the Department of State on the 3rd day of November A. D. 19 66

.....
W. Stuart Nelson
Secretary of the Commonwealth *Print* cgm

3-1-66.32 1217

Commonwealth of Pennsylvania



Department of State Office of the Secretary of the Commonwealth

To all to whom these Presents shall come, Greeting:

WHEREAS, Under the provisions of the Business Corporation Law, approved the 5th day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF INCORPORATION

evidencing the incorporation of a business corporation organized under the terms of that law.

AND WHEREAS, The stipulations and conditions of that law have been fully complied with by the persons desiring to incorporate as

HERBERT ABRAMS COMPANY, INC.

THEREFORE, KNOW YE, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, create, erect, and incorporate the incorporators of and the subscribers to the shares of the proposed corporation named above, their associates and successors, and also those who may thereafter become subscribers or holders of the shares of such corporation, into a body politic and corporate in deed and in law by the name chosen and hereinbefore specified, which shall exist perpetually and shall be invested with and have and enjoy all the powers, privileges, and franchises incident to a business corporation and be subject to all the duties, requirements, and restrictions specified and enjoined in and by the Business Corporation Law and all other applicable laws of this Commonwealth.

GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 3rd day of November in the year of our Lord one thousand nine hundred and sixty-six and of the Commonwealth the one hundred and ninety-first

W. Stuart Nelson

Secretary of the Commonwealth of

Nelson

124CIB-20 (Rev. 5-65)

TRADEMARK

REEL: 1773 FRAME: 0845

Microfilm Number _____

Filed with the Department of State on FEB 24 1997

Entry Number 1947

[Signature]
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
D008-18-1918 (Rev. 91)

In compliance with the requirements of 15 Pa.C.S. § 1918 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: HERBERT ABRAMS COMPANY, INC.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 210 Trainor Street Chester, PA 19016 Delaware
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law

4. The date of its incorporation is: November 3, 1966

5. (Check, and if appropriate complete, one of the following):
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
____ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):
 The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1014(a) and (b).
____ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1014(e).

7. (Check, and if appropriate complete, one of the following):
 The amendment adopted by the corporation, set forth in full in Paragraph 5 of the Articles of Incorporation is hereby amended to increase the aggregate number of shares which the corporation shall have authority to issue to 2500 shares of \$100.00 per share par value common stock.
____ The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

15 Pa.C.S. § 1014(a) and (b)
15 Pa.C.S. § 1014(e)

1997 FEB 24 10 00 AM
FEB 24 1997

DCOB:15-1015 (Rev 01)-2

8. (Check if the amendment revises the Articles):

The revised Articles of Incorporation supersede the original Articles and all amendments therein.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 21st day of FEBRUARY, 1997.

HERBERT ABRAMS COMPANY, INC.

(NAME of Corporation)

BY: William Kaborthy

William Kaborthy (Signature)

TITLE: Vice President

9746-971

Microfilm Number _____

Filed with the Department of State on MAY 06 1997

Entity Number 1947

[Signature]
Secretary of the Commonwealth

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507/4144/5507/5144/8506 (Rev 90)

Indicate type of entity (check one):

- Domestic Business Corporation (15 Pa.C.S. § 1507)
- Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)
- Foreign Business Corporation (15 Pa.C.S. § 4144)
- Domestic Limited Partnership (15 Pa.C.S. § 8506)
- Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name of the corporation or limited partnership is: HERBERT ABRAMS COMPANY, INC.

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

<u>210 Trainer Street, Chester, PA 19013</u>	<u>Delaware</u>
Number and Street	City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

_____	_____	_____	_____	_____
Number and Street	City	State	Zip	County

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o: <u>M. BURR KEIM COMPANY</u>	<u>Philadelphia</u>
Name of Commercial Registered Office Provider	County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

MAY -6 97

PA Dept. of State

4. (Strike out if a limited partnership): Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer this 21 day of April, 1997

HERBERT ABRAMS COMPANY, INC.

Name of Corporation/Limited Partnership

BY:

William Kenworthy
(Signature)

TITLE:

William Kenworthy, President

Microfilm Number _____

Filed with the Department of State on _____

JUN 29 1998

Entity Number 1947

Herbert L. ...
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: HERBERT ABRAMS COMPANY, INC.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County
(b) c/o: M. BURR KEIM COMPANY Philadelphia
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: BCL Approved May 5, 1933, P.L. 364

4. The date of its incorporation is: November 3, 1966

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
 The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:
"RESOLVED, That Paragraph 1. of the Articles of Incorporation be amended to read as follows:
'1. The name of the corporation is:
ARAMSCO, Inc. '"

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

JUN 29 98 PA DEPT. OF STATE

DSCB:15-1915 (Rev 91)-2

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 19 day of JUNE, 19 98.

HERBERT ABRAMS COMPANY, INC.

(Name of Corporation)

BY:

William Kenworthy

(Signature)

TITLE: William Kenworthy, President

9851-1525

UNANIMOUS CONSENT IN LIEU OF
SPECIAL MEETING OF BOARD OF DIRECTORS
HERBERT ABRAMS COMPANY, INC.

THE UNDERSIGNED, being all of the directors of the above named corporation, do hereby adopt the following preamble and resolutions by written consent to the same extent as though such action had been authorized at a special meeting of the Board of Directors held pursuant to notice:

WHEREAS it is the desire of the Board of Directors that the name of the corporation be changed, it is therefore

RESOLVED, That paragraph 1. of the Articles of Incorporation be amended to read as follows:

"1. The name of the corporation is:

ARAMSCO, Inc."

FURTHER RESOLVED, That the proper officers of the corporation are hereby directed to execute and file the Articles of Amendment with the Department of State of the Commonwealth of Pennsylvania.

Dated:


William Kenworthy, Director

9851-1526

By: William Kenworthy
Raymond Ehrhardt, Director
by his Attorney-in-
Fact, William Kenworthy

David Naylor
David Naylor, Director

Samuel Gerstein
Samuel Gerstein, Director

9851-1507

**POWER OF ATTORNEY
OF
RAYMOND KERRHARDT**

This Power of Attorney is made on the _____ day of June, 1998.

BETWEEN: RAYMOND KERRHARDT

whose address is 781 Bayberry Drive, Cary, IL 60013 known as the "Principal" and referred to as "I" and "My."

AND: WILLIAM KENWORTHY

whose address is 1655 Imperial Way, P.O. Box 29, Thorofare, NJ 08086, known as the "Agent" and referred to as "You."

GRANT OF AUTHORITY:

I appoint You to act as my Agent (called an "Attorney-in-Fact") to do each and every act which I could personally do as Director of HERBERT ABRAMS COMPANY, INC. to change the corporate name to ARAMSCO, Inc., including but not limited to executing and filing with the appropriate governmental authorities an amendment to the Articles of Incorporation and any and all documents required and perform any other acts which I may do as a Director necessary or advisable to effectuate such name change of the corporation.

I grant to You the full power to do every act which is required, necessary and proper as I might or could do if I were personally present. The power to sign my name includes the power to revoke the same nature of my name.

CONFIRMATION OF ACTS

Should any person or entity who/which receives a document signed by You desire my original signature on a document in form signed by You, I shall promptly and on request, provide same as further confirmation of the transaction or document signed and delivered by You.

SIGNATURE OF ATTORNEY-IN-FACT

The following is an exemplar of the signature of my Attorney-in-Fact:


WILLIAM KENWORTHY

9251-1523

EFFECTIVE DATE OF POWER; DISABILITY

It is intended that this Power of Attorney be considered a "Durable Power of Attorney" in that this power is effective as of June 19, 1998 and remains in effect even if I become disabled.

DURATION

This power of attorney shall continue in force and may be accepted and relied upon by anyone to whom it is presented despite my purported revocation of it, or my death, until actual written notice of such event is received by such person.

WITNESS MY HAND AND SEAL THE DAY AND YEAR FIRST ABOVE WRITTEN.

Laura L. Hoff
Witness

Raymond Ehrhardt L.S.
Raymond Ehrhardt

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

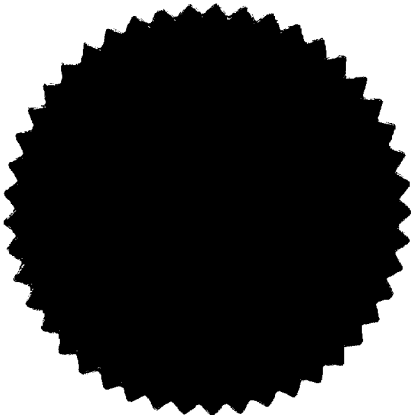
JULY 20, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

ARAMSCO, INC.

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

DBOH

TRADEMARK

RECORDED: 08/19/1998

REEL: 1773 FRAME: 0856