

OMB No. 0651-0011 (exp. 4-99)
Tab settings



100908395

To the Honorable Commissioner of Patent:

...ed original documents or copy thereof.

1. Name of conveying party(ies):
 Smith & Noble LLC
 1750 California Avenue
 Suite 102
 Corona, California 91719

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California Limited Liability Company
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Smith & Noble LLC
 Internal Address: Suite 102
 Street Address: 1750 California Avenue
 City: Corona State: CA ZIP: 91719

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware Limited Liability Company
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 25, 1998

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

A. Trademark Application No.(s)
75/348572
75/348574

B. Trademark Registration No.(s)
1,870,879

11/19/1998 SBURNS 00000137 080219 75348572

01 FC:481 40.00 CH
02 FC:482 50.00 CH

Additional numbers attached? Yes No

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

Name: Michael J. Bevilacqua, Esquire
 Internal Address: Hale and Dorr LLP

 Street Address: 60 State Street

 City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 3

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

Enclosed
 Authorized to be charged to deposit account
Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number:
08-0219

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

DO NOT USE THIS SPACE

902

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 J. Bevilacqua
Name of Person Signing

Michael J. Bevilacqua
Signature

November 12, 1998
Date

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

4

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

TRADEMARK
 REEL: 1817 FRAME: 0602

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:

"SMITH & NOBLE, LLC", A CALIFORNIA LIMITED LIABILITY COMPANY,

WITH AND INTO "S&N MERGER LLC" UNDER THE NAME OF "SMITH & NOBLE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF AUGUST, A.D. 1998, AT 5 O'CLOCK P.M.



A handwritten signature in black ink, appearing to read "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

2934654 8100M

DATE: 9399551

981433974

11-11-98

TRADEMARK

REEL: 1817 FRAME: 0603

CERTIFICATE OF MERGER

OF

**SMITH & NOBLE, LLC,
A CALIFORNIA LIMITED LIABILITY COMPANY**

WITH AND INTO

**S&N MERGER LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

**PURSUANT TO SECTION 18-209(c) OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are: (i) Smith & Noble, LLC, which is organized under the laws of the State of California, and (ii) S&N Merger LLC, which is organized under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent limited liability companies in accordance with the provisions of the Section 18-209 of the Delaware Limited Liability Company Act, to wit, by Smith & Noble, LLC in accordance with the laws of the state of its organization and by S&N Merger LLC in the same manner as is provided in Section 18-209 of the Delaware Limited Liability Company Act.

3. The name of the surviving limited liability company in the merger herein certified is S&N Merger LLC, which shall be changed herewith to Smith & Noble, LLC and will continue its existence as a Delaware surviving limited liability company upon the effective date of said merger pursuant to the provisions of the Delaware Limited Liability Company Act.

4. The Article First of the Certificate of Formation of S&N Merger LLC, the surviving limited liability company, shall be changed to read as follows:

1. The name of the limited liability company is Smith & Noble, LLC.

5. The executed Agreement of Merger between the aforesaid constituent business entities is on file at the principal place of business of the aforesaid surviving limited liability company, the address of which is as follows: 1750 California Avenue #201, Corona, California 91719

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving limited liability company, and without costs, to any member of each of the aforesaid constituent limited liability companies.

Executed on this 25~~th~~ day of August, 1998.

S&N Merger LLC
a Delaware limited liability company

By:



Fred E. Kangar, Manager

VPCHI01/#365930.2

RECORDED: 11/16/1998

TRADEMARK
REEL: 1817 FRAME: 0605