



100908394

Tab settings => => 5

11-16-98

To the Honorable Commissioner of Patents and Trademarks, please return the enclosed original documents or copy thereof.

1. Name of conveying party(ies):

S&N Merger LLC  
1750 California Avenue  
Suite 102  
Corona, California 91719

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

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

3. Nature of conveyance:

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

Execution Date: August 25, 1998

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

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

A. Trademark Application No.(s)

11/19/1998 SBURNS 00000138 080219 1870878

01 FC:481 40.00 CH

B. Trademark Registration No.(s)

1,870,878

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: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

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

406

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

Signature

November 12 1998

Date

4

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

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: 0653

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 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 cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9399552

2934654 8100M

981433974

11-11-98  
TRADEMARK  
REEL: 1817 FRAME: 0654

**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: 0656