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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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OMB No 0651-0011 exp 4-94



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Tab settings

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

1. Name of conveying party(ies):
U.S. Historical Society Inc.

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

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

2. Name and address of receiving party(ies)
 Name: Omnia, Inc.
 Internal Address: _____
 Street Address: 2501 Mechanicsville Turnpike
 City: Richmond State: VA ZIP: 23223

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Virginia
 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 6, 1991

Application number(s) or Registration number(s):

A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1,479,649

Additional numbers attached? Yes No

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:

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

Name and address of party to whom correspondence concerning document should be mailed:
 Name: James Talbot, Esq.
 Internal Address: Skadden, Arps, Slate, Meagher & Flom LLP
 Street Address: 919 Third Avenue
 City: New York State: NY ZIP: 10022
11/24/1998 DNGUYEN 00000176 1479649

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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.

Kristine Fyfe [Signature] November 19, 1998
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 18

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

OMNIA, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is April 07, 1965.

I further certify that the following is a list of all documents constituting the charter of OMNIA, INC. as of this date.

ARTICLES OF AMENDMENT AND RESTATEMENT	November 29, 1972
ARTICLES OF AMENDMENT	July 29, 1975
ARTICLES OF AMENDMENT	May 04, 1976
ARTICLES OF MERGER	April 03, 1978
ARTICLES OF AMENDMENT	December 08, 1978
ARTICLES OF AMENDMENT	August 08, 1991

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: November 17, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
U. S. HISTORICAL SOCIETY, INC.

FIRST: The name of the corporation is U. S. Historical Society, Inc.

SECOND: Article FIRST: of the articles of incorporation of the corporation is amended to read as follows:

FIRST: The name of the corporation is
Omnia, Inc.

THIRD: The articles of amendment contain an amendment to the articles of incorporation requiring shareholder approval.

FOURTH: The foregoing amendment was adopted by unanimous consent of the shareholders of the corporation effective as of August 1, 1991.

Dated: ^{Aug}~~July~~ 6, 1991

U. S. HISTORICAL SOCIETY, INC.

By: Paul J. Warden
Paul J. Warden
President

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

August 8, 1991

The State Corporation Commission has found the accompanying articles submitted on behalf of

OMNIA, INC.
(FORMERLY U. S. HISTORICAL SOCIETY, INC.)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective August 8, 1991.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

Thomas P. Harwood, Jr.

Commissioner

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CIS20436
91-08-08-0512

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U. S. HISTORICAL SOCIETY, INC.

ARTICLES OF AMENDMENT

of the

ARTICLES OF INCORPORATION

(a) The name of the corporation is the U. S. Historical Society, Inc.

(b) The Articles of Incorporation of the corporation are amended by deleting Article 3 and substituting the following in lieu thereof:

3. A. The class, aggregate number and par value of shares of stock which the corporation shall have the authority to issue are as follows:

<u>Class</u>	<u>No. of Shares</u>	<u>Par Value Per Share</u>
A Common	2,000	\$1.00
B Common	8,000	\$1.00

B. The relative rights, preferences and limitations of the different classes of stock are as follows:

(1) Voting Rights - (a) The holders of Class A Common Stock shall, to the exclusion of the holders of any other class of stock of the corporation, have the sole and full power to vote for the election of directors and for all other purposes without limitation, except to the extent that the vote of holders of any other class of stock may be required under the laws of the State of Virginia.

The holders of the Class A Common Stock shall have one vote for each share of Class A Common Stock held by them.

(b) The holders of the Class B Common Stock shall have no voting rights except to the extent that the vote of such stockholders may be required under the laws of the State of Virginia.

(2) Preemptive Rights - No holder of Class A or Class B Common Stock shall have a preemptive right to subscribe to additional shares of such stock or to warrants or rights for the purchase of such stock.

(3) Other Rights - In all other respects the holders of the Class A and Class B Common Stock shall have identical rights, preferences and limitations with respect to such stock, including rights to all dividends declared by the Board of Directors of the corporation and distributions in redemption of stock or liquidation of the corporation; provided, however, that with respect to the payment of any stock dividend or other distribution of shares, holders of Class A Common Stock may, in the discretion of the Board of Directors, be issued either Class A

Common Stock or Class B Common Stock while the holders of Class B Common Stock may only be issued Class B Common Stock.

(c) The Board of Directors of the corporation by unanimous consent dated November 10, 1978, found that the foregoing amendment was in the best interest of the corporation and directed that it be submitted to a vote by the stockholders, and the stockholders by unanimous consent dated November 10, 1978, adopted such amendment.

(d) The number of shares outstanding and entitled to vote on the amendment was 60 shares of Common Stock. There were no other shares of stock outstanding.

(e) The number of shares voted for such amendment was 60. No shares voted against the amendment.

Executed in the name of the corporation by its President and Secretary.

U. S. HISTORICAL SOCIETY, INC.

By *Howard B. Hance*
President

[Signature] 11/25/78
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
December 8, 1978

The accompanying articles having been delivered to the State Corporation Commission on behalf of

U. S. Historical Society, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

Thomas P. Harwood, Jr.

Commissioner

ARTICLES OF MERGER OF ROBERT KLINE AND COMPANY, INC.,
INTO U. S. HISTORICAL SOCIETY, INC.

I

The agreement and plan of merger (the Plan) as set forth in Exhibit "A" is attached hereto and is fully incorporated as a part hereof.

II

The Plan was approved by the Board of Directors of Robert Kline and Company, Inc. (Kline), by unanimous written consent on March 27, 1978, and all of the stockholders of Kline waive notice and adopted such Plan by unanimous written consent on March 27, 1978.

The Plan was approved by the Board of Directors of the U. S. Historical Society, Inc. (Society), by unanimous written consent on March 27, 1978, and all of the stockholders of the Society waived notice and adopted such Plan by unanimous written consent on March 27, 1978.

III

The number of shares of common stock of Kline outstanding, all of which are entitled to vote on the adoption of the Plan, there being no class and title to vote separately as a class, and the number voted for and against the Plan were as follows:

<u>Shares Outstanding</u>	<u>Voted For Plan</u>	<u>Voted Against Plan</u>
75	75	0

The numbers of shares of common stock of the Society outstanding, all of which were entitled to vote on the adoption of the Plan, there being no class of stock entitled to vote separately as a class, and the number voted for and against the Plan were as follows:

<u>Shares Outstanding</u>	<u>Voted For Plan</u>	<u>Voted Against Plan</u>
100	100	0

IV

The amount of stated capital in the Surviving Corporation on the effective date of the merger will be \$10,000.00.

V

The Plan is permitted by the laws of the Commonwealth of Virginia, under which Kline and the Society are organized and all conditions required by the laws of the Commonwealth of Virginia have been satisfied.

VI

The Surviving Corporation, the Society, is to be a Virginia corporation.

IN WITNESS WHEREOF, the U. S. Historical Society, Inc.

and Robert Kline and Company, Inc., pursuant to authority duly given them by their respective Boards of Directors, have caused these Articles of Merger to be executed under their respective corporate seals by their President and Secretary.

Dated: March 27, 1978

U. S. HISTORICAL SOCIETY, INC.

By

Robert H. Kline
President

By

Constance Kline
Secretary

ROBERT KLINE AND COMPANY, INC.

By

Robert H. Kline
President

By

Constance Kline
Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made this 27 day of March, 1978, by and between U. S. Historical Society, Inc. (hereinafter referred to as the "Surviving Corporation"), and Robert Kline and Company, Inc. (hereinafter referred to as "Kline").

RECITALS

1. The Surviving Corporation is a corporation organized and existing under the laws of the Commonwealth of Virginia with its principal office in the City of Richmond.

2. Kline is a corporation organized and existing under the laws of the State of Virginia with its principal office in the City of Richmond, Virginia.

3. It is proposed that Kline be merged with and into the Surviving Corporation.

In order that the foregoing merger may be consummated, the parties hereto approve and set forth the following terms and conditions and the manner in which the same shall be given effect as an agreement and plan of merger, hereinafter referred to as "the Plan":

1. Upon approval by the proper Virginia regulatory authorities, Kline shall be merged with and into the Surviving

Corporation pursuant to the provisions of the laws of the Commonwealth of Virginia and the separate existence of Kline shall cease.

2. The articles of incorporation and bylaws of the Surviving Corporation in effect immediately prior to the merger shall be the articles of incorporation and bylaws, respectively, of the Surviving Corporation.

3. The directors and officers of the Surviving Corporation immediately prior to the merger shall be the directors and officers of the Surviving Corporation.

4. Upon consummation of the merger and without any action on the part of the holders thereof, all of the outstanding shares of Robert Kline and Company, Inc., shall be cancelled. The sole shareholder immediately prior to the consummation of the merger, Robert H. Kline, shall not receive any additional shares of common stock of the Surviving Corporation.

5. The Plan may be terminated by the Board of Directors of either party at any time prior to the merger becoming effective by written notice to the other.

IN WITNESS WHEREOF, the parties hereto, pursuant to authority duly given by their respective Boards of Directors, have caused this agreement and plan of merger to be executed under their respective corporate seals by their President and Secretary as of the date, day and year first above written.

U. S. HISTORICAL SOCIETY, INC.

By

Robert H. Kline
President

(SEAL)

Attest:

Gertrude E. ...
Secretary

ROBERT KLINE AND COMPANY, INC.

By

Robert H. Kline
President

(SEAL)

Attest:

Gertrude E. ...
Secretary

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND,
April 3, 1978

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Merger of Robert Kline and Company, Inc. into U. S.
Historical Society, Inc. (both Va. corps.)

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF MERGER be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that

Robert Kline and Company, Inc.

be merged into U. S. Historical Society, Inc.

the surviving corporation, which shall continue to be a corporation existing under the laws of the State of

Virginia with the corporate name

U. S. Historical Society, Inc.

and that the separate existence of the corporations parties to the plan of merger, except the surviving corporation, shall cease.

STATE CORPORATION COMMISSION

By

Thomas P. Harwood
Commissioner