

12-22-1998

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12-17-98

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

New

Resubmission (Non-Recordation)  
Document ID #

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

#### Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger  
Effective Date  
Month Day Year

Change of Name

Other

#### Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)   
City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

12/21/1998 DMSUYEN 00000178 1116935

FOR OFFICE USE ONLY

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01 FC:481  
02 FC:482

40.00 DP  
25.00 DP

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

TRADEMARK  
REEL: 1829 FRAME: 0520

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)  Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,116,935"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,116,933"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Brewster Taylor  
Name of Person Signing

  
Signature

12/17/98  
Date Signed

*State of Delaware*  
**Office of the Secretary of State** PAGE 1

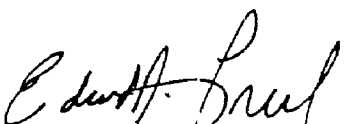
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"ROBERT BURTON ASSOCIATES, LTD", A NEW YORK CORPORATION, WITH AND INTO "ROBERT BURTON ASSOCIATES, LTD." UNDER THE NAME OF "ROBERT BURTON ASSOCIATES, LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF AUGUST, A.D. 1989, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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981388330

AUTHENTICATION: 9342919  
DATE: 10-07-98

**TRADEMARK**  
**REEL: 1829 FRAME: 0522**

JOINT WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING  
OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS  
OF  
ROBERT BURTON ASSOCIATES, LTD.

The undersigned, being all of the directors and shareholders of ROBERT BURTON ASSOCIATES, LTD., a New York corporation (the "Corporation"), hereby consent, pursuant to Sections 708(b) and 615 of the Business Corporation Law of the State of New York to the adoption of the following resolutions taking or authorizing the actions specified therein:

Plan and Agreement of Merger Approved

RESOLVED, that the Plan and Agreement of Merger providing for the merger between the Corporation and Robert Burton Associates, Ltd., a Delaware corporation, in the form attached hereto as Exhibit A, is hereby approved and adopted, and the proper officers of the Corporation are hereby authorized, empowered and directed to execute said Plan and Agreement of Merger and to take all steps necessary and appropriate in order to effectuate the intent and purposes of this resolution.

Certificate of Merger Approved

RESOLVED, that the Certificate of Merger, providing for the merger between the Corporation and Robert Burton Associates, Ltd., a Delaware corporation, in the State of New York, in the form attached hereto as Exhibit B, is hereby approved, and the proper officers of the Corporation are hereby authorized, empowered, and

directed (a) to execute and deliver said Certificate to the Secretary of State of the State of New York for filing and (b) to take all steps necessary and appropriate in order to effectuate the intent and purposes of this resolution.

Certificate of Merger Approved

RESOLVED, that the Certificate of Merger, providing for the merger between the Corporation and Robert Burton Associates, Ltd., a Delaware corporation, in the State of Delaware, in the form attached hereto as Exhibit C, is hereby approved, and the proper officers of the Corporation are hereby authorized, empowered, and directed (a) to execute and deliver said Certificate to the Secretary of State of the State of Delaware for filing and (b) to take all steps necessary and appropriate in order to effectuate the intent and purposes of this resolution.

This Joint Written Consent may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

Dated: July \_\_, 1989

DIRECTORS:

Fernand Painblanc

Michaël Painblanc

Brian Minshull

SHAREHOLDERS:

CHILHAM LTD.

By: \_\_\_\_\_

FORINEX S.A.

By: \_\_\_\_\_