

RECORD

01-20-1999

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

100945720

To the Honorable Commissioner of Patents and

Original documents or copy thereof.

## 1. Name of conveying party(ies):

Stargate Industries, Inc.  
RD #3, Box 319B  
Belle Vernon, PA 15012

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation-State  
☐ Other

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

## 3. Nature of conveyance:

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

Execution Date: January 8, 1999

## 2. Name and address of receiving party(ies)

Name: Stargate Industries, LLC

Internal Address: The Crane Building

Street Address: 24th Street

City: Pittsburgh State: PA ZIP: 15222

- ☐ Individual(s) citizenship  
☐ Association  
☐ General Partnership  
☐ Limited Partnership  
☐ Corporation-State  
☒ Other Limited Liability Company

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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No.: 2,206,309

Additional numbers attached? ☐ Yes ☐ No

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

Name: Gregg R. Zegarelli, Esq.

Internal Address: 1100 Allegheny Building

Street Address: 429 Forbes Avenue

City: Pittsburgh State: PA ZIP: 15219-1616

## 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)

01/19/1999 TTON11 00000123 2206309

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

## 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.

Marcus L. Ruscitto

Name of Person Signing

Signature

January 8, 1999

Date

Total number of pages including cover sheet, attachments, and document: 1

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments TRADEMARK  
Washington, D.C. 20231

REEL: 1841 FRAME: 0529

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

294

STARGATE INDUSTRIES, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES ACTING AS PROFESSIONAL FUNDRAISING CONSULTANTS OR PROFESSIONAL SOLICITORS ON BEHALF OF CHARITIES SOLICITING CONTRIBUTIONS WITHIN THE COMMONWEALTH OF PENNSYLVANIA MUST REGISTER WITH THE DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, 308 NORTH OFFICE BLDG., HARRISBURG, PENNSYLVANIA 17120 (717) 783-1720.

ENTITY NUMBER: 2609154

MICROFILM NUMBER: 09473

0816-0817

PENNCORP SERVICEGROUP INC  
COUNTER

TRADEMARK  
REEL: 1841 FRAME: 0530

9473-816

Microfilm Number \_\_\_\_\_

Entity Number 2609154

Filed with the Department of State on

NOV 22 1994

Secretary of the Commonwealth

ARTICLES OF INCORPORATION-FOR PROFIT  
OFStargate Industries, Inc.

Name of Corporation

A TYPE OF CORPORATION INDICATED BELOW

Indicate type of domestic corporation:

☒ Business-stock (15 Pa.C.S. § 1306)☐ Management (15 Pa.C.S. § 2702)☐ Business-nonstock (15 Pa.C.S. § 2102)☐ Professional (15 Pa.C.S. § 2903)☐ Business-statutory close (15 Pa.C.S. § 2303)☐ Insurance (15 Pa.C.S. § 3101)☐ Cooperative (15 Pa.C.S. § 7102)

DSCB:15-1308/2102/2303/2702/2903/3101/7102A (Rev 91)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned, desiring to incorporate a corporation for profit hereby, state(s) that:

1. The name of the corporation is: Stargate Industries, Inc.

2. The (a) address of this corporation's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) <u>555 Sugarcamp Road, Venetia, Pennsylvania 15367</u>	<u>Washington County</u>
Number and Street                      City                      State                      Zip                      County	

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

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 corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized is: 100,000 (other provisions, if any, attach 8 1/2 x 11 sheet)

5. The name and address, including number and street, if any, of each incorporator is:

Name	Address
<u>James D. Chiafullo, Esquire</u>	<u>c/o Thorp, Reed &amp; Armstrong</u>
	<u>One Riverfront Center</u>
	<u>Pittsburgh, Pennsylvania 15222</u>

6. The specified effective date, if any, is: upon filing

month                      day                      year                      hour, if any

NOV 22 94

PA Dept. of State

TRADEMARK  
REEL: 1841 FRAME: 0531

D&CB: 16-184 A (Rev. 91)  
P. O. NALY COMPANY, PGM. PA 15419

**DOCKETING STATEMENT  
DEPARTMENTS OF STATE AND REVENUE**

FILING FEE: NONE

**BUREAU USE ONLY:**

Dept. of State Entry Number \_\_\_\_\_

Revenue Box Number \_\_\_\_\_

Filing Period \_\_\_\_\_ Date 3 4 9 \_\_\_\_\_

Src \_\_\_\_\_ Report Code \_\_\_\_\_

This form (file in triplicate) and all accompanying documents shall be mailed to:  
**COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
308 NORTH OFFICE BUILDING  
HARRISBURG, PA 17120-0029**

**Check proper box:**

☒ Pa. Business-stock      ☐ Pa. Business-nonstock      ☐ Pa. Business-Management      ☐ Pa. Professional  
☐ Pa. Business statutory close      ☐ Pa. Business-cooperative      ☐ Pa. Nonprofit-stock      ☐ Pa. Nonprofit-nonstock  
☐ Foreign-business      ☐ Foreign-nonprofit      ☐ Motor Vehicle for Hire      ☐ Insurance  
☐ Foreign-Certificate of Authority to D/B/A \_\_\_\_\_

**Corporation registering as a result of (check box):**

☒ Incorporation (Pa.)      ☐ Domestication      ☐ Consolidation  
☐ Authorization of a foreign corporation      ☐ Division      ☐ Summary of Record

1. Name of corporation: Stargate Industries, Inc.

2. Location of (a) initial registered office in Pennsylvania or (b) the name and county of the commercial registered office provider:

(a) 555 Sugarcamp Road, Venetia, Pennsylvania 15367      Washington County  
Number and Street/PO number and Box      City      State      Zip code      County

(b) c/o: \_\_\_\_\_  
Name of commercial registered office provider      County

3. State or Country of Incorporation: Pennsylvania      4. Specified effective date, if applicable: upon filing

5. Federal Identification Number: applied for

6. Describe principal Pennsylvania activity to be engaged in, within one year of this application date: Provider of telecommunication access to the internet for business and public use.

7. Names, residences and social security numbers of the chief executive officer, secretary and treasurer:

Name	Address	Title	Social Security #
Michael L. Ruscitto	555 Sugarcamp Road Venetia, PA 15367	President	
Marcus L. Ruscitto	555 Sugarcamp Road Venetia, PA 15367	Secretary and Treasurer	

If professional corporation, include officer's professional license numbers with the respective Pennsylvania Professional Board.

DSCB:15-134A (Rev 91)-2

6. Location of principal place of business:

555 Sugarcamp Road, Venetia, Pennsylvania 15367

Number and Street/PO number and Box

City

State

Zip Code

8. Mailing address if different than #6 (Location where correspondence, tax report form, etc. are to be sent):

Number and Street/PO number and Box

City

State

Zip Code

10. Act of General Assembly or authority under which you are organized or incorporated (Full citation of statute or other authority, attach a separate sheet if more space is required): Pennsylvania Business Corporation Law of 1988, as amended

11. Date and state of incorporation or organization (foreign corporation only):

12. Date business started in Pennsylvania (foreign corporation only):

13. Is the corporation authorized to issue capital stock? ☒ YES ☐ NO

14. Corporation's fiscal year ends: December 31

This statement shall be deemed to have been executed by the individual who executed the accompanying submittal. See 18 Pa.C.S. §4904 (relating to unsworn falsification to authorities).

Instructions for Completion of Form:

- A. A separate completed set of copies of this form shall be submitted for each entity or registration resulting from the transaction.
- B. The Bureau of Corporation Taxes in the Pennsylvania Department of Revenue should be notified of any address changes. Notification should be sent to the Processing Division, Bureau of Corporation Taxes, Pa. Department of Revenue, Dept. 280705, Harrisburg, PA 17128-0705.
- C. All Pennsylvania corporate tax reports, except those for motor vehicle for hire, must be filed with the Commonwealth on the same fiscal basis as filed with the U.S. government. Motor vehicle for hire, i.e., gross receipts tax reports, must be filed on a calendar year basis only.
- D. The disclosure of the social security numbers of the corporate officers in Paragraph 7 is voluntary. The numbers are used to assure the proper identification of corporation officers by the Department of Revenue in accordance with the Fiscal Code.

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

75

STARGATE INDUSTRIES, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2609154

MICROFILM NUMBER: 09716

1055-1058

SHERRI L WEBER  
ZEGARELLI ASSOCIATES  
429 FORBES AVE 11TH FL  
PITTSBURGH PA 15219-1616

TRADEMARK  
REEL: 1841 FRAME: 0534

9713-1055

2609154

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

Filed in the Department of  
State on FEB 24 1997

*H. L. L.*  
Secretary of the Commonwealth

**ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION**  
**OF**  
**STARGATE INDUSTRIES, INC.**

In compliance with the requirements of 15 Pa.C.S.A. § 1915 (relating to articles of amendment), the undersigned corporation, desiring to amend and restate its Articles of Incorporation, hereby certifies as follows:

**1. Name.** The name of the corporation is:

STARGATE INDUSTRIES, INC.

(the "Corporation").

**2. Registered Office.** The current registered office of the Corporation and the county of venue in the Commonwealth of Pennsylvania is 555 Sugarcamp Road, Venetia, Washington County, PA 15367.

**3. Authority.** The Corporation is incorporated under the provisions of the Business Corporation Law of 1988 (15 Pa. C.S.A. §§ 1101, et seq.).

**4. Date and Place of Incorporation.** The original date of the incorporation of the Corporation in Pennsylvania is November 22, 1994.

**5. Effective Date.** The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

**6. Adoption by Shareholders.** The amendment was adopted by all of the shareholders pursuant to 15 Pa. C.S.A. § 1914(a) and (b).

**7. Amendment.** The amendments adopted by the corporation are set forth in full in Exhibit A, which Exhibit is attached hereto and is hereby incorporated into this document by reference. There is a change of registered office.

**8. Repeal of Prior Articles.** The Amended and Restated Articles of Incorporation supersede the original Articles and all amendments thereto, if any.


97-1058

**7. Limitation of Director Liability.** A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action unless the director has breached or failed to perform a duty of office pursuant to §§ 511 and 1721 of the BCL and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit: 1) the responsibility or liability of a director pursuant to any criminal statute; or 2) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal, modification or adoption of any provision inconsistent with this Article 7, shall be prospective only, and neither the repeal or modification of this Article 7 nor the adoption of any provision inconsistent with this Article 7 shall adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision.

**8. Financial Reports to Shareholders; Transfer Restrictions.** Financial statements of the Corporation need not be furnished to the shareholders and, if furnished, need not have been prepared by independent certified public accountants. Each shareholder shall execute an agreement with the Corporation to that effect and pursuant to which such shareholder shall waive the requirements of Section 1554 of the Pennsylvania Business Corporation Law of 1988, as amended, any successor thereto, or any statute of similar import. No shareholder may sell, assign, transfer or otherwise dispose of any shares of the capital stock of the Corporation unless the proposed transferee thereof executes: a) an agreement with the Corporation reflecting such transferee's agreement and waiver of Section 1554 as aforementioned; b) an agreement to be bound by the provisions of this Section 8; and c) any other agreements that, from time to time, the Corporation may require to be executed by shareholders.

EXECUTED as of February 13, 1997.

STARGATE INDUSTRIES, INC.



Marcus L. Ruscitto  
President



PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

61

STARGATE INDUSTRIES, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2609154

MICROFILM NUMBER: 09770

0834-0836

R C BERRY  
ZEGARELLI ASSOCIATES  
429 FORBES AVE  
PITTSBURGH PA 15219-1616

TRADEMARK  
REEL: 1841 FRAME: 0537

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

FILED  
97-2142  
Filed in the Department of  
State on SEP 18 1997  
*Shette K...*  
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

OF

STARGATE INDUSTRIES, INC.

In compliance with the requirements of 15 Pa.C.S.A. § 1915 (relating to articles of amendment), the undersigned Corporation, desiring to amend and restate its Articles of Incorporation, hereby certifies as follows:

1. **Name.** The name of the Corporation is:

STARGATE INDUSTRIES, INC.

(the "Corporation").

2. **Registered Office.** The current registered office of the Corporation and the county of venue in the Commonwealth of Pennsylvania is RD #3, Box 319B, Belle Vernon, Fayette County, PA 15012.

3. **Authority.** The Corporation is incorporated under the provisions of the Business Corporation Law of 1988 (15 Pa. C.S.A. §§ 1101, et seq.).

4. **Date and Place of Incorporation.** The original date of the incorporation of the Corporation in Pennsylvania is November 22, 1994.

5. **Effective Date.** The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

6. **Adoption by Shareholders.** The amendment was adopted by all of the shareholders pursuant to 15 Pa. C.S.A. § 1914(a) and (b).

7. **Amendment.** The amendments adopted by the Corporation are set forth in full in Exhibit A, which Exhibit is attached hereto and is hereby incorporated into this document by reference.

8. **Repeal of Prior Articles.** The Amended and Restated Articles of Incorporation supersede the original Articles and all amendments thereto, if any.

IN TESTIMONY WHEREOF, the undersigned Corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof as of September 17, 1997.

STARGATE INDUSTRIES, INC.

By: Marcus L. Ruscitto  
Marcus L. Ruscitto  
President

**EXHIBIT A**

**COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**STARGATE INDUSTRIES, INC.**

The undersigned Corporation (the "Corporation"), intending to amend and restate its Articles of Incorporation under the Pennsylvania Business Corporation Law of 1988 (15 Pa. C.S.A. §§ 1101, et seq.), as amended, hereby certifies as follows:

- 1. Name.** The name of the corporation is:

**STARGATE INDUSTRIES, INC.**

(the "Corporation").

**2. Registered Office.** The current registered office of the Corporation in the Commonwealth of Pennsylvania is RD #3, Box 319B, Belle Vernon, Fayette County, PA 15012.

**3. Authority.** The Corporation is incorporated under the provisions of the Business Corporation Law of 1988 (15 Pa.C.S. §§ 1101, et seq.).

**4. Capitalization.** The Corporation is authorized to issue twenty million (20,000,000) shares of stock at a par value of one cent (\$0.01) per share (the "Authorized Shares").

**5. Authorized Shares.**

(a) Subject to Article 6, below, the board of directors of the Corporation shall have the full authority permitted by law to divide the unissued Authorized Shares into classes or series, or both, and to determine for any such class or series its designation and the number of shares of the class or series and the voting rights, preferences, limitations and special rights, if any, of the shares of the class or series.

**6. Common Stock.** Ten million (10,000,000) shares of the Authorized Shares shall be designated as Class A Common Stock. Class A Common Stock shall have the following attributes:

(a) Dividend Rights. Subject to the rights of any other class of Authorized Shares having a preference, the holders of the Class A Common Stock shall be entitled to receive have equal ratable rights to dividends from funds legally available therefor when, as and if declared by the Board of Directors from time to time.

(b) Liquidation Rights. Subject to the rights of any other class of Authorized Shares having a preference, the holders of the Class A Common Stock shall be entitled to share ratably in all of the assets of the Corporation available for distribution to holders of Common Stock upon liquidation, dissolution or winding up of the affairs of the Corporation.

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

404

STARGATE INDUSTRIES, L.L.C.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2795076

MICROFILM NUMBER: 09804

0958-0959

GREGG R ZEGARELLI ESQ  
ALLEGHENY BLDG 11TH FL  
429 FORBES AVE  
PITTSBURGH PA 15219-1616

TRADEMARK  
REEL: 1841 FRAME: 0540

9804- 959

2795076

**CERTIFICATE OF ORGANIZATION**

**OF**

**STARGATE INDUSTRIES, L.L.C.**

Filed in the Department of  
State on **JAN 16 1998**  
*Shirley Kane*  
Secretary of the Commonwealth

In compliance with the requirements of Section 8913 of the Pennsylvania Limited Liability Company Law of 1994 (15 Pa.C.S.A. Section 8913), the undersigned, desiring to organize as a limited liability company, hereby certifies that:

1. **Name.** The name of the company is

**STARGATE INDUSTRIES, L.L.C.**

(the "Company").

2. **Registered Office.** The address of the initial registered office of the Company in the Commonwealth of Pennsylvania is: R.D. #3, Box 319-B, Belle Vernon, Allegheny County, PA 15012, USA.
3. **Sole Organizer.** The name and address of the sole organizer is Gregg R. Zegarelli, Esq., Allegheny Building, Eleventh Floor, Pittsburgh, Allegheny County, PA 15219-1616.
4. **Certificated Interests.** Certificates shall evidence interests of members of the Company. Separate classes of interests, and classes of shares evidencing such interests, may be created if and to the extent provided in the Company's operating agreement.
5. **Managers.** The management of the Company shall be vested exclusively in managers. The number of managers and the manner in which they are selected shall be as prescribed in the Company's operating agreement.
6. **Transfer Restrictions.** No member may sell, assign, transfer or otherwise dispose of an interest in the Company, except to the extent specifically provided in the Company's operating agreement.
7. **Authority of Members.** No member of the Company shall have the power to bind the Company while acting solely in such capacity.

IN TESTIMONY WHEREOF, the Organizer has signed this Certificate of Organization this 15th day of January, 1998.

*Gregg R. Zegarelli*  
Gregg R. Zegarelli, Esq.

JAN 16 98

PA Dept. of State

**TRADEMARK**  
**REEL: 1841 FRAME: 0541**

**CONSENT TO USE OF SIMILAR OR SAME NAME**

Pursuant to 19 Pa. Code §17.3 (relating to use of a confusingly similar or same name) the undersigned association, desiring to consent to the use by another association of a name which is confusingly similar to or same as its name, hereby certifies that:

The **name** of the association executing this Consent to Use of Similar or Same Name is: Stargate Industries, Inc.

The (a) **address** of this association'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) The current registered office of Stargate Industries, Inc. is RD #3, Box 319B, Belle Vernon, Fayette County, PA 15012.

(b) N/A

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

The **date** of its incorporation or other organization is: November 22, 1994.

The **statute** under which it was incorporated or otherwise organized is: Pa. Business Corporation Law of 1988, as amended.

The association(s) entitled to the benefit of this Consent to Use of Similar or Same Name is: Stargate Industries, L.L.C.

A check in this box: ☐ indicates that the association executing this Consent to Use of Similar or Same Name is the parent or prime affiliate of a group of associations using the same name with geographic or other designations, and that such association is authorized to and does hereby act on behalf of all such affiliated associations, including the following (see 19 Pa. Code §17.3(c)(6)):

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 15 th of January, 1998.

STARGATE INDUSTRIES, INC.

By: Marcus L. Ruscitto  
Marcus L. Ruscitto  
President