

MRD
1-20-99

01-21-1999



T/598-29 & 30

TRADEMARK REGISTRATION COVER SHEET
100947293

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

1. Name of conveying party(ies):
Sprague-Goodman Electronics, Inc.
(New York Corp.) and Sprague-
Goodman Electronics, Inc.
(Pennsylvania Corp.)

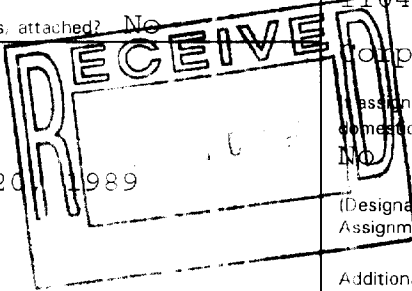
2. Name and Address of receiving party(ies):
Sprague-Goodman
Electronics, Inc.
134 Fulton Ave.
Garden City Park, NY
11040

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

3. Nature of conveyance:

Merger

Execution Date: November 20, 1989



Corporation-Pennsylvania

Assignee is not domiciled in the United States, a
domestic representative designation is attached:
NO

(Designation must be a separate document from
Assignment)

Additional name(s) & address(es) attached? NO

4. A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,099,369
1,105,057

Additional numbers attached? No

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

CSTOLENK, FABER, GERB & SOFFEN, LLP
1180 Avenue of the Americas
New York, New York 10036-8403

6. Total number of documents involved: 1

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

Enclosed as part of Check no.
7086

In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.

01/20/1999 DNGUYEN 00000214 1099369

DO NOT USE THIS SPACE

FC:431

40.00

8. 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.

Edward A. Meilman
Name of Person Signing

Edward A. Meilman
Signature

January 14, 1999
Date

Total number of pages including cover sheet, attachments, and document: 17

TRAN285560

TRADEMARK
REEL: 1841 FRAME: 0748

State of New York }
Department of State }^{ss}

087701

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on



Edith S. Shaffer

Secretary of State

380507 004 (12/87)

0087641
0087641

CERTIFICATE OF MERGER

OF

SPRAGUE-GOODMAN ELECTRONICS, INC., (a New York Corporation)

INTC

SPRAGUE-GOODMAN ELECTRONICS, INC., (a Pennsylvania Corporation)

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

We, the undersigned, being respectively the president and secretary of SPRAGUE-GOODMAN ELECTRONICS, INC., a Pennsylvania corporation, and the president and secretary of SPRAGUE-GOODMAN ELECTRONICS, INC., a New York corporation, hereby certify as follows:

1.(a) The name of each constituent corporation is as follows:

SPRAGUE-GOODMAN ELECTRONICS, INC., a Pennsylvania corporation

SPRAGUE-GOODMAN ELECTRONICS, INC., a New York corporation

(b) The name of the surviving corporation is SPRAGUE-GOODMAN ELECTRONICS, INC., a Pennsylvania corporation.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series, and the voting rights thereof are as follows:

(a) SPRAGUE-GOODMAN ELECTRONICS, INC., a New York corporation:

(i) Authorized Capital - 500,000 shares of common stock, par value \$.10 per share

(ii) Issued and Outstanding - 30,000 shares of common stock

(iii) Treasury Stock - 263,000 shares of common stock

(iv) Voting Rights - Each share of common stock issued and outstanding has one vote

(b) SPRAGUE-GOODMAN ELECTRONICS, INC., a Pennsylvania corporation:

(i) Authorized Capital - 1,000,000 shares of common stock, without par value

(ii) Issued and Outstanding - 90,000 shares of common stock

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(iii) Treasury Stock - None

(iv) Voting Rights - Each share of common stock issued and outstanding has one vote.

3. The merger was authorized by the unanimous written consents of the shareholders of each constituent corporation.

4. The merger is permitted by the laws of the Commonwealth of Pennsylvania and is in compliance therewith. SPRAGUE-GOODMAN ELECTRONICS, INC., a Pennsylvania corporation, has complied with the applicable provisions of the laws of the Commonwealth of Pennsylvania.

5. The surviving corporation will be SPRAGUE-GOODMAN ELECTRONICS, INC., a Pennsylvania corporation, which was incorporated on March 10, 1989; such corporation has not filed an application for authority to do business in the State of New York, and it will not transact business in the State of New York until such an application is filed by the Department of State.

6. SPRAGUE-GOODMAN ELECTRONICS, INC., a New York corporation, was incorporated on August 30, 1972, under the name of JACK GOODMAN COMPANY, INC.

7. The surviving corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any corporation, previously amenable to suit in the State of New York, which is a constituent corporation in the merger, and for the enforcement, as provided in the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation.

8. The surviving corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law relating to the right of shareholders to receive payment for their shares.


9. The surviving corporation hereby designates the New York Secretary of State as its agent upon whom process against it may be served in any action or special proceeding. The address to which the Secretary of State shall mail a copy of any process against the surviving corporation is: 134 Fulton Avenue, Garden City Park, New York 11040.

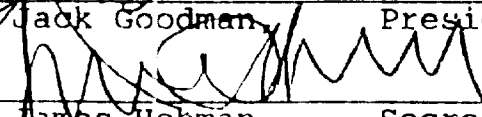
10. The merger shall be effective on filing.

IN WITNESS WHEREOF, each of the undersigned has signed this certificate on the 20th day of November, 1989, and we affirm

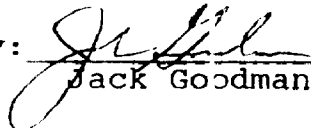
and we affirm under penalties of perjury that the statements contained therein are true.

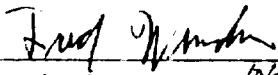
SPRAGUE-GOODMAN ELECTRONICS, INC.,
a Pennsylvania corporation

By: 
Jack Goodman, President

By: 
James Hohman, Secretary

SPRAGUE-GOODMAN ELECTRONICS, INC.,
a New York corporation

By: 
Jack Goodman, President

By: 
Fred Windover, ~~NSA~~ Secretary

a:spra.r11

T-91 (5/87)

State of New York - Department of Taxation and Finance - Corporation Tax
Albany, New York 12247

To: SECRETARY OF STATE

Date: 12/6/89

NAME OF CORPORATION

SPRAGUE-GOODMAN ELECTRONICS, INC.

ID# 11-2285372 AA4

Pursuant to provisions of Section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merger of the above named corporation, into SPRAGUE-GOODMAN ELECTRONICS, INC. (PA), if filed on or before 1/15/90.
Certificate and fee are attached.

Filed by: CT Corp.

Director, Processing Division

By

M. Wilke

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CT

0087641

CERTIFICATE OF MERGER
OF

SPRAGUE-GOODMAN ELECTRONICS, INC., (a New York Corporation)
INTO
SPRAGUE-GOODMAN ELECTRONICS, INC., (a Pennsylvania Corporation)

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

① Assn 2/23/73 Nass
24 A 52098-6
Dir: Jack Goodman Company, Inc
8/30/72 A 2156-5

500,000 PV 104

NAGEL & RICE, ESQS.

301 South Livingston Avenue
Livingston, New Jersey 07039
(201) 585-3100

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 19 1989

AMT. OF CHECK \$ 80
FILING FEE \$ 60
TAX \$
COUNTY FEE \$
COPY \$ 10
CERT \$
REFUND \$
SPEC HANDLE \$
BY *[Signature]*

②

NR Smugg

[Handwritten signature]

528369

DEC 19 7 26 AM '89