

MID 3-899

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

03-23-1999



100991293

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.)

03/23/1999 DMGJYEN 00000012 75395118

FOR OFFICE USE ONLY

Q1 FC:481
Q2 FC:482

40.00 OP
125.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027. Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

EM591472933US

TRADEMARK
REEL: 1871 FRAME: 0944

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).

Trade Application Number(s)			Registration Number(s)		
<input type="text" value="75/395,118"/>	<input type="text" value="75/395,731"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/395,327"/>	<input type="text" value="75/396,459"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/395,519"/>	<input type="text" value="75/396,462"/>	<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.

David A. Squellati
Name of Person Signing


Signature

March 5, 1999
Date Signed

21305-00070

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:

"ZABIT AND ASSOCIATES, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "X-CRED, INC." UNDER THE NAME OF "X-CRED, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2834804 8100M

981346896

AUTHENTICATION:

9288972

DATE:

03-04-98

800 2 P.02

Zabit & Associates, Inc. TEL: 212 448 0066 P.09 R-320 Job-077

MAR-04-99 (THU) 14:20 MCLAUGHLIN-STERN, ALK

03/04/98 THU 12:28 FAX 14153314610 TRADEMARK 14153314610

REEL: 1871 FRAME: 0946

CERTIFICATE OF MERGER
of
ZABIT AND ASSOCIATES, INC.
Into
X-CCEED, INC.

Pursuant to Section 252(c) of the
State of Delaware General Corporation Law

The undersigned, being the Surviving Corporation, hereby sets forth as follows:

FIRST: The name of the Surviving Corporation is X-ceed, Inc.; its state of incorporation is Delaware.

SECOND: The name of the Non-Surviving Corporation is Zabit and Associates, Inc.; its state of incorporation is California.

THIRD: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252(c) of the State of Delaware General Corporation Law.

FOURTH: The Certificate of Incorporation of X-ceed, Inc. shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation; the address of said principal place of business is as follows:

488 Madison Avenue
New York, New York 10022

SIXTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of the Non-Surviving Corporation which is incorporated under the laws of the State of California is 100,000,000 shares of Common Stock, no par value.

P. 03
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Job-077

R-320

P. 10

Zabit & Associates, Inc.

TEL: 212 448 0066

MAR-04-99 (THU) 14:20 MCLAUGHLIN-STERN, ALK

03/04/98 THU 12:28 FAX 14153314610
14153314610

TRADEMARK

REEL: 1871 FRAME: 0947

IN WITNESS WHEREOF, this Certificate is hereby executed this 3rd day of
September, 1998.

X-CEED, INC
Surviving Corporation

By: S/Werner Haase
Werner Haase, President