

04-30-1999

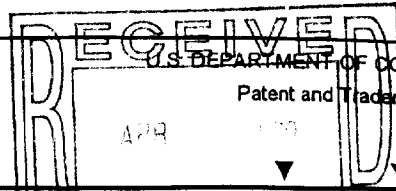
FORM PTO-1594 (Modified)  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)  
Copyright 1994 Legalsoft  
TMOS/REV01



101024630

SHEET

1/1



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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):

The Paddington Corporation

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

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

3. Nature of conveyance:

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

Execution Date: July 1, 1997

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

Name: IDV North America, Inc

Internal Address: \_\_\_\_\_

Street Address: 450 Columbus Blvd.

City: Hartford State: CT ZIP: 06103

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Connecticut
- 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

4. Application number(s) or registration numbers(s):

A. Trademark Application No. (s)

75/00 5,638

B. Trademark Registration No. (s)

2,097,880

Additional numbers attached?  Yes  No

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

Name: Dana M. Gilland, Esq.

Internal Address: UDV North America Inc

Street Address: Six Landmark Square

City: Stamford State: CT ZIP: 06901

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$ 60.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-3120

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

DO NOT USE THIS SPACE

04/27/1999 DNGUYEN 00000253 083120 2097880

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

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.

Dana M. Gilland

Name of Person Signing

Dana M. Gilland

Signature

4/21/99

Date

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

TRADEMARK

REEL: 1889 FRAME: 0782

4/21/99

**CERTIFICATE OF MERGER**

**OF**

**PALACE BRANDS, INC.  
A Delaware Corporation,**

**HEUBLEIN MARKETING, INC.  
A Delaware Corporation**

**And**

**THE PADDINGTON CORPORATION  
A Delaware Corporation**

**With and Into**

**IDV NORTH AMERICA, INC.  
A Connecticut Corporation**

**Pursuant to Section 33-818  
of the Connecticut General Statutes**

1. The Plan of Merger is as provided in each of the separate Plans of Merger attached hereto as Exhibits A, B and C and made a part hereof (collectively, the "Plan"). The Plan provides for the merger of Palace Brands, Inc., Heublein Marketing, Inc. and The Paddington Corporation, each a Delaware corporation ("PBC," "HMI," and "TPC," respectively), with and into IDV North America, Inc., a Connecticut stock corporation ("IDV"), which will be the surviving corporation.
2. The name of the surviving corporation after the mergers is "IDV North America, Inc."
3. The Plan was adopted by PBC in the following manner:
  - a. Shareholders. Pursuant to Section 33-818(a) of the Connecticut Business Corporation Act (the "CBCA"), approval of the Plan by the shareholders of PBC is not required.

- 2 -

b. Board of Directors. The Plan was approved by resolution duly adopted by the Board of Directors of PBC.

4. The Plan was adopted by HMI in the following manner:

a. Shareholders. Pursuant to Section 33-818(a) of the CBCA, approval of the Plan by the shareholders of HMI is not required.

b. Board of Directors. The Plan was approved by resolution duly adopted by the Board of Directors of HMI.

5. The Plan was adopted by TPC in the following manner:

a. Shareholders. Pursuant to Section 33-818(a) of the CBCA, approval of the Plan by the shareholders of TPC is not required.

b. Board of Directors. The Plan was approved by resolution duly adopted by the Board of Directors of TPC.

6. The Plan was adopted by IDV in the following manner:

a. Shareholders. Pursuant to Section 33-818 (a) of the CBCA, approval of the Plan by the shareholders of IDV is not required.

b. Board of Directors. The Plan was approved by resolution duly adopted by the Board of Directors of IDV.

Dated July 1, 1997, at Hartford, Connecticut.

- 3 -

We hereby declare, under the penalties of false statement, that the statements made herein, insofar as they relate to Palace Brands, Inc., are true.

Palace Brands, Inc.

By Laurence D. Pollack  
Name: Laurence D. Pollack  
Title: President / C.E.O.

By Mary J. Kramer  
Name: MARY J. KRAMER  
Title: ASSISTANT SECRETARY

We hereby declare, under the penalties of false statement, that the statements made herein, insofar as they relate to Heublein Marketing, Inc., are true.

Heublein Marketing, Inc.

By Charles A. Phillips  
Name: Charles A. Phillips  
Title: President

By Mark A. Schaubert  
Name: Mark A. Schaubert  
Title: Ass't Sec.

- 4 -

We hereby declare, under the penalties of false statement, that the statements made herein, insofar as they relate to The Paddington Corporation, are true.

The Paddington Corporation

By 

Name: Anthony A. Fox, Inc

Title: President

By 

Name: Mark A. Schlosberg

Title: Ass't Sec.

We hereby declare, under the penalties of false statement, that the statements made herein, insofar as they relate to IDV North America, Inc., are true.

IDV North America, Inc.

By 

Name: Mark A. Schlosberg

Title: Ass't Sec.

By 

Name: Charles A. Phillips

Title: President

EXHIBIT A

**PLAN OF MERGER OF PALACE BRANDS, INC.  
WITH AND INTO IDV NORTH AMERICA, INC.**

JULY 1, 1997

This Plan of Merger is entered into by and between Palace Brands, Inc., a Delaware corporation ("Subsidiary") and IDV North America, Inc., a Connecticut corporation ("Parent") as of this 1st day of July, 1997.

Subsidiary and Parent hereby agree that, effective on July 1, 1997, Subsidiary shall merge with and into Parent pursuant to Section 33-818 of the Connecticut General Statutes (the "Merger") upon the following terms:

1. The name of Parent is IDV North America, Inc., a Connecticut corporation.
2. The name of Subsidiary is Palace Brands, Inc., a Delaware corporation.
3. Parent shall be the surviving corporation.
4. All of the outstanding shares of stock of Subsidiary shall be canceled and distinguished in the Merger, without any conversion thereof into shares of Parent.
5. The Certificate of Incorporation and the Bylaws of Parent, as in effect immediately prior to the Merger, shall remain (until amended or repealed) Parent's Certificate of Incorporation and Bylaws, respectively, on and after the effective date of the Merger.
6. The directors and officers of Parent shall be and remain (until their successors have been elected and qualified or until their earlier resignation or removal) Parent's directors and officers on and after the date of the Merger.
7. The officers of Parent and Subsidiary are, and each of them hereby is, authorized to prepare, execute, file and record (a) a Certificate of Merger in the State of Connecticut pursuant to the provisions of Section 33-819 of the Connecticut General Statutes, and (b) a Certificate of Ownership and Merger pursuant to the provisions of Section 103 of the Delaware General Corporation Law.
8. Pursuant to Section 252 of the Delaware General Corporation Law, Parent agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of

- 2 -

any obligation of Subsidiary, as well as for enforcement of any obligation of Parent arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and Parent hereby irrevocably appoints the Secretary of State of the State of Delaware as Parent's agent to accept service of process in any such suit or other proceeding and a copy of any such service accepted shall be forwarded to Parent at the following address:

IDV North America, Inc.  
450 Columbus Boulevard  
Hartford, CT 06103-1800

Attn: Mark A. Schlossberg, Esq.

9. Upon the Merger, title to all real estate and other property owned by Subsidiary will be vested in Parent without reversion or impairment, Parent shall have all liabilities of Subsidiary and any proceedings pending against Subsidiary may be continued as if the Merger did not occur or Parent may be substituted in the proceeding for Subsidiary.

10. This Plan of Merger may be terminated or amended at any time prior to the filing of a Certificate of Merger.

**EXHIBIT B**

**PLAN OF MERGER OF HEUBLEIN MARKETING, INC.  
WITH AND INTO IDV NORTH AMERICA, INC.**

JULY 1, 1997

This Plan of Merger is entered into by and between Heublein Marketing, Inc., a Delaware corporation ("Subsidiary") and IDV North America, Inc., a Connecticut corporation ("Parent") as of this 1st day of July, 1997.

Subsidiary and Parent hereby agree that, effective on July 1, 1997, Subsidiary shall merge with and into Parent pursuant to Section 33-818 of the Connecticut General Statutes (the "Merger") upon the following terms:

1. The name of Parent is IDV North America, Inc., a Connecticut corporation.
2. The name of Subsidiary is Heublein Marketing, Inc., a Delaware corporation.
3. Parent shall be the surviving corporation.
4. All of the outstanding shares of stock of Subsidiary shall be canceled and distinguished in the Merger, without any conversion thereof into shares of Parent.
5. The Certificate of Incorporation and the Bylaws of Parent, as in effect immediately prior to the Merger, shall remain (until amended or repealed) Parent's Certificate of Incorporation and Bylaws, respectively, on and after the effective date of the Merger.
6. The directors and officers of Parent shall be and remain (until their successors have been elected and qualified or until their earlier resignation or removal) Parent's directors and officers on and after the date of the Merger.
7. The officers of Parent and Subsidiary are, and each of them hereby is, authorized to prepare, execute, file and record (a) a Certificate of Merger in the State of Connecticut pursuant to the provisions of Section 33-819 of the Connecticut General Statutes, and (b) a Certificate of Ownership and Merger pursuant to the provisions of Section 103 of the Delaware General Corporation Law.
8. Pursuant to Section 252 of the Delaware General Corporation Law, Parent agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of



- 2 -

any obligation of Subsidiary, as well as for enforcement of any obligation of Parent arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and Parent hereby irrevocably appoints the Secretary of State of the State of Delaware as Parent's agent to accept service of process in any such suit or other proceeding and a copy of any such service accepted shall be forwarded to Parent at the following address:

IDV North America, Inc.  
450 Columbus Boulevard  
Hartford, CT 06103-1800

Attn: Mark A. Schlossberg, Esq.

9. Upon the Merger, title to all real estate and other property owned by Subsidiary will be vested in Parent without reversion or impairment, Parent shall have all liabilities of Subsidiary and any proceedings pending against Subsidiary may be continued as if the Merger did not occur or Parent may be substituted in the proceeding for Subsidiary.

10. This Plan of Merger may be terminated or amended at any time prior to the filing of a Certificate of Merger.

EXHIBIT C

**PLAN OF MERGER OF THE PADDINGTON CORPORATION  
WITH AND INTO IDV NORTH AMERICA, INC.**

JULY 1, 1997

This Plan of Merger is entered into by and between The Paddington Corporation, a Delaware corporation ("Subsidiary") and IDV North America, Inc., a Connecticut corporation ("Parent") as of this 1st day of July, 1997.

Subsidiary and Parent hereby agree that, effective on July 1, 1997, Subsidiary shall merge with and into Parent pursuant to Section 33-818 of the Connecticut General Statutes (the "Merger") upon the following terms:

1. The name of Parent is IDV North America, Inc., a Connecticut corporation.
2. The name of Subsidiary is The Paddington Corporation, a Delaware corporation.
3. Parent shall be the surviving corporation.
4. All of the outstanding shares of stock of Subsidiary shall be canceled and distinguished in the Merger, without any conversion thereof into shares of Parent.
5. The Certificate of Incorporation and the Bylaws of Parent, as in effect immediately prior to the Merger, shall remain (until amended or repealed) Parent's Certificate of Incorporation and Bylaws, respectively, on and after the effective date of the Merger.
6. The directors and officers of Parent shall be and remain (until their successors have been elected and qualified or until their earlier resignation or removal) Parent's directors and officers on and after the date of the Merger.
7. The officers of Parent and Subsidiary are, and each of them hereby is, authorized to prepare, execute, file and record (a) a Certificate of Merger in the State of Connecticut pursuant to the provisions of Section 33-819 of the Connecticut General Statutes, and (b) a Certificate of Ownership and Merger pursuant to the provisions of Section 103 of the Delaware General Corporation Law.
8. Pursuant to Section 252 of the Delaware General Corporation Law, Parent agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of

- 2 -

any obligation of Subsidiary, as well as for enforcement of any obligation of Parent arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and Parent hereby irrevocably appoints the Secretary of State of the State of Delaware as Parent's agent to accept service of process in any such suit or other proceeding and a copy of any such service accepted shall be forwarded to Parent at the following address:

IDV North America, Inc.  
450 Columbus Boulevard  
Hartford, CT 06103-1800

Attn: Mark A. Schlossberg, Esq.

9. Upon the Merger, title to all real estate and other property owned by Subsidiary will be vested in Parent without reversion or impairment, Parent shall have all liabilities of Subsidiary and any proceedings pending against Subsidiary may be continued as if the Merger did not occur or Parent may be substituted in the proceeding for Subsidiary.

10. This Plan of Merger may be terminated or amended at any time prior to the filing of a Certificate of Merger.

**CERTIFICATION UNDER 37 CFR §1.10**

I hereby certify that this Recordal of Change of Name and Address is being deposited with the United States Postal Service on this date, April 21, 1999, in an envelope as "Express Mail Post Office to Addressee," Mailing Label Number EJ108411852, addressed to: BOX ITU FEE, Assistant Commissioner For Trademarks, 2900 Crystal Drive, Arlington, Virginia, 22202-3513.

Mary De Longis  
(Type or print name of person mailing paper)

Date: April 21, 1999

Mary De Longis  
(Signature of person mailing paper)

Enclosures