

06-17-1999

FORM PTO-1594
1-31-92U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ◀ ◀ ◀ ▼

101067351

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

1. Name of conveying party(ies):

Huthwaite, Inc.
(District of Columbia corp.)

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

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

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

Name: Huthwaite, Inc.

Internal Address: _____

Street Address: 15164 Berlin Turnpike

City: Purcellville State: VA ZIP: 20132

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Delaware
☐ 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

3. Nature of conveyance:

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

Execution Date: October 30, 1998

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

A. Trademark Application No.(s)

{ 75/493,104
75/609,884 }

B. Trademark registration No.(s)

{ 1,481,558 1,629,661 1,746,118
1,482,299 1,653,027
1,483,368 1,671,090 }Additional numbers attached? ☐ Yes ☐ No

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

Name: Daniel R. Gropper, PC

Internal Address: _____

Street Address: 9908 Dale Ridge Ct.

City: Vienna State: VA ZIP: 22181

6. Total number of applications and registrations involved: _____

9

7. Total fee (37 CFR 3.41): _____ \$ 240

☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this pr

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any of the original document.

Daniel R. Gropper

Name of Person Signing

Signature

6/8/99

Date

Total number of pages comprising cover sheet: _____

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

00000032 75493104

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 2023140.00 OP
200.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

06-10-1999

U.S. Patent & TMOfo/TM Mail Rpt Dt. #01

06/17/1999 MTHA11

01 FC:481
02 FC:482TRADEMARK
REEL: 001914 FRAME: 0452

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT
OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and
accordingly, this CERTIFICATE of **MERGER** is hereby issued to

HUTHWAITE, INC. (D.C. CORPORATION)

MERGED INTO:

**HUTHWAITE, INC. (UNQUALIFIED DELAWARE
CORPORATION)**

as of **OCTOBER 30TH, 1998** .

Lloyd J. Jordan
Director

Patricia A. Montgomery
Administrator
Business Regulation Administration


Robert D. Henry
Act. Asst. Corporate Program Manager
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF MERGER

FILE
001-30-1998

FOR

MERGER OF

HUTHWAITE, INC.

(a District of Columbia corporation)

INTO

HUTHWAITE, INC.

(a Delaware corporation)

To: Department of Consumer and Regulatory Affairs
Washington, D.C.

Pursuant to the provisions of Title 29, Chapter 3 of the Code of Laws of the District of Columbia, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States, including the District of Columbia, under the laws of which they are respectively organized are:

<u>Name of Corporations</u>	<u>State</u>
Huthwaite, Inc.	District of Columbia
Huthwaite, Inc.	Delaware

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Huthwaite, Inc., which name is not being changed pursuant to the merger, and it is to be governed by the laws of the State of Delaware.

FOURTH: The following Plan of Merger (the "Plan") was approved by the sole stockholder of the undersigned domestic corporation in the manner prescribed by the Code of Laws of the District of Columbia, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized.

PLAN OF MERGER

WHEREAS, Huthwaite, Inc. (hereinafter sometimes referred to as the "Merged Corporation") is a District of Columbia corporation, and Huthwaite, Inc. (hereinafter sometimes referred to as the "Surviving Corporation") is a Delaware corporation;

WHEREAS, the total number of shares of stock of all classes which the Merged Corporation has authority to issue is one thousand (1,000) shares of Common Stock, without par value, of which one thousand (1,000) shares are issued and outstanding;

WHEREAS, the total number of shares of stock of all classes which the Surviving Corporation has authority to issue is two thousand (2,000) shares of Common Stock, par value One Dollar (\$1.00) per share, of which no shares are issued or outstanding; and

WHEREAS, under the laws of the District of Columbia and the State of Delaware, the Merged Corporation may be merged into the Surviving Corporation;

NOW, THEREFORE, the parties hereto agree as follows:

1. Statement of Merger. The Merged Corporation shall be merged into the Surviving Corporation, with the latter as the surviving corporation, on the basis of this Plan of Merger.
2. Amendment of Charter of Surviving Corporation. The Certificate of Incorporation of the Surviving Corporation shall not be amended by the merger contemplated herein.
3. Bylaws. The Bylaws of the Surviving Corporation, as the same shall exist on the effective date of the merger, shall remain and be the Bylaws of the Surviving Corporation until the same shall be altered, amended, rescinded or repealed or until new Bylaws shall be adopted in accordance with the provisions thereof, the Certificate of Incorporation of the Surviving Corporation and the General Corporation Law of the State of Delaware.
4. Manner and Basis of Conversion. The manner and basis of converting or exchanging the shares of the Merged Corporation into shares of the Surviving Corporation shall be as follows: Upon the effective date of the merger, shares of Common Stock of the Merged Corporation held by the Sole Stockholder of record (as of the effective date of the merger) shall ipso facto, and without any action on the part of such Sole Stockholder, automatically become and be converted into shares of Common Stock of the Surviving Corporation at the rate of one (1) share of Common Stock of the Surviving Corporation for each one (1) share of Common Stock of the Merged Corporation and such Sole Stockholder shall, ipso facto, and without any action on the part of such Sole Stockholder, be and become a stockholder of the Surviving Corporation. For the purpose of receiving a stock certificate evidencing shares of Common Stock of the Surviving Corporation, such Sole Stockholder shall, after the effectuation of the merger specified herein, deliver and surrender during normal business hours all such certificates

evidencing shares of Common Stock of the Merged Corporation to the Secretary of the Surviving Corporation at its principal executive offices, and shall receive, upon such delivery, in place thereof a certificate for shares of Common Stock of the Surviving Corporation.

5. Assets and Liabilities. The assets and liabilities of the Surviving Corporation and the Merged Corporation shall be taken up or continued on the books of the Surviving Corporation at the amounts at which they are respectively recorded on the books of the Surviving Corporation and the Merged Corporation, appropriately adjusted in accordance with generally accepted accounting principles.

6. Abandonment. At any time prior to the appropriate filings with the Secretary of State of the State of Delaware and the Office of Consumer and Regulatory Affairs of the District of Columbia, this Plan of Merger and the merger specified herein may be terminated by the vote of the Board of Directors of either the Merged Corporation or the Surviving Corporation.

7. Directors and Officers. The Sole Director of the Surviving Corporation, as of the effective date of the merger, shall continue in office until the next annual stockholder meeting of the Surviving Corporation or until his successor or successors are duly elected and shall qualify. The officers of the Surviving Corporation, as of the effective date of the merger, shall continue in office until the next annual meeting of the Board of Directors of the Surviving Corporation or until their successors are duly elected and shall qualify.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Huthwaite, Inc., the District of Columbia corporation	1,000
Huthwaite, Inc., the Delaware corporation	-0-

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total (All Classes) Voted For</u>	<u>Total (All Classes) Voted Against</u>
Huthwaite, Inc, the District of Columbia corporation	1,000	0
Huthwaite, Inc., the Delaware corporation	N/A	N/A

SEVENTH: If the surviving corporation is to be governed by the laws of any other State such surviving corporation hereby: (a) agrees that it may be served with process in such state at the following address: c/o Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805, in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting stockholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Mayor for the District of Columbia as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting stockholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Code of Laws of the District of Columbia, with respect to the rights of dissenting stockholders.

Dated: September 17, 1998

ATTEST:

HUTHWAITE, INC.,
a Delaware corporation

By: AJC
Ava Abramowitz, Assistant Secretary

By: Neil Rackham
Neil Rackham, President

[Corporate Seal]

ATTEST:

HUTHWAITE, INC.,
a District of Columbia
corporation

By: AJC
Ava Abramowitz, Assistant Secretary

By: Neil Rackham
Neil Rackham, President

[Corporate Seal]

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"HUTHWAIT, INC.", A DISTRICT OF COLUMBIA CORPORATION,
WITH AND INTO "HUTHWAIT, INC." UNDER THE NAME OF
"HUTHWAIT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 1998, AT 12:31 O'CLOCK
P.M.

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



2945234 8100M

981419977

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

AUTHENTICATION:

DATE:

9383320

11-02-98

TRADEMARK
REEL: 001914 FRAME: 0458

CERTIFICATE OF MERGER
FOR
MERGER OF
HUTHWAITE, INC.
(a District of Columbia corporation)
INTO
HUTHWAITE, INC.
(a Delaware corporation)

The undersigned corporation, Huthwaite, Inc., a Delaware corporation, which is the surviving corporation in the merger described herein, hereby states as follows:

1. The name and state of incorporation of each of the constituent corporations are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Huthwaite, Inc.	Delaware
Huthwaite, Inc.	District of Columbia

2. A Certificate and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware and §29-366 of the District of Columbia Code.

3. The name of the surviving corporation is Huthwaite, Inc., a Delaware corporation.

4. There are no amendments or changes in the Certificate of Incorporation of the surviving corporation; and the Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation.

5. The executed Certificate and Plan of Merger is on file at the principal place of business of the surviving corporation, which is 15164 Berlin Turnpike, Purcellville, Virginia 20132.

6. A copy of the Certificate and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any of the constituent corporations.

7. The merged corporation has authority to issue one thousand (1,000) shares of Common Stock, without par value.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:31 PM 10/30/1998
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IN WITNESS WHEREOF, Huthwaite, Inc., a Delaware corporation, has caused this Certificate of Merger to be executed by its duly authorized President, and attested to by its duly authorized Assistant Secretary, all effective as of the 17th day of September, 1998.

ATTEST:

HUTHWAITE, INC.,
a Delaware corporation

By:

Ava Abramowitz
Ava Abramowitz, Assistant Secretary

By:

Neil Rackham
Neil Rackham, President