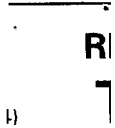




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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

1. Name of conveying party(ies):

What's What Incorporated
c/o Michael G. Rafferty, Jr.
25 Owenoke Way
Riverside, Connecticut 06878

- Individual(s) Merger
General Partnership Limited Partnership
Corporation: a New York corporation
Other

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

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

Name: What's What Incorporated
Internal Address:
Street Address: 201 Meadow Road
City: Edison State: New Jersey ZIP: 08817

- Individual(s) citizenship:
Association:
General Partnership:
Limited Partnership:
Corporation-State: a New Jersey corporation
Other

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
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

Execution Date: September 23, 1991

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,756,927

Additional numbers attached: Yes No

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

Name: Brian S. Mudge, Esq.
Internal Address: KENYON & KENYON Suite 700
Street Address: 1500 K Street, N.W.,
City: Washington State: DC ZIP: 20005

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:

11-0600

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

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 attached copy is a true copy of the original document.

Anne Grosheitsch
Name of Person Signing

Signature

Date

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

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

AEROGROUP INTERNATIONAL, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
1st day of July, 1998



A handwritten signature in cursive script, reading "James A. DiEleuterio, Jr.".

James A DiEleuterio, Jr.
Treasurer

OCT 3 1991

JOAN HABERLE
Secretary of State

CERTIFICATE OF MERGER

OF

WHAT'S WHAT, INCORPORATED
(a New York Corporation)

INTO

WHAT'S WHAT, INCORPORATED
(a New Jersey Corporation)

Under Section 14A:10-1 of the
New Jersey Business Corporation Act

What's What, Incorporated, a New Jersey corporation,
hereby certifies that:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger are: (1) What's What, Incorporated, a New York corporation ("What's What-New York"), and (2) What's What, Incorporated, a New Jersey corporation ("What's What-New Jersey"). What's What-New York is the merging corporation and What's What-New Jersey is the surviving corporation.

SECOND: An agreement and plan of merger (the "Agreement and Plan of Merger") providing for the merger of What's What-New York into What's What-New Jersey, with What's What-New Jersey as the surviving corporation, has been duly approved, adopted, certified, executed and acknowledged in accordance with the New Jersey Business Corporation Act by the Board of Directors. A copy of the Agreement and Plan of Merger is attached as Exhibit A.

THIRD: The shareholders of What's What-New Jersey approved the Agreement and Plan of Merger on September 23, 1991. The shareholders of What's What-New York approved the Agreement and Plan of Merger on September 26, 1991.

FOURTH: The number of shares of What's What-New Jersey entitled to vote for or against the Agreement and Plan of Merger are 100. The number of shares of What's What-New York entitled to vote for or against the Agreement and Plan of Merger is 10,008.

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FIFTH: All of the shares of What's What-New Jersey voted to approve the Agreement and Plan of Merger. Ten thousand eight (10,008) shares of What's What-New York voted to approve the Agreement and Plan of Merger.

IN WITNESS WHEREOF, What's What-New York and What's What-New Jersey caused this Certificate to be signed by Jules Z. Schneider, President, and attested by Richard S. Olicker, Secretary, who affirm under penalties of perjury, that the facts stated herein are true.

Dated: September 29, 1991

WHAT'S WHAT, INCORPORATED
(a New Jersey Corporation)

By: Jules Z. Schneider
Jules Z. Schneider,
President

WHAT'S WHAT, INCORPORATED
(a New York Corporation)

By: Jules Z. Schneider
Jules Z. Schneider,
President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan of Merger") is made and entered into as of the 23rd day of September, 1991 by What's What, Incorporated, a New York corporation ("What's What-New York") and What's What, Incorporated, a New Jersey corporation ("What's What-New Jersey"), a wholly-owned subsidiary of What's What-New York. What's What-New York and What's What-New Jersey are sometimes hereinafter referred to as the "Constituent Corporations."

RECITALS

What's What-New York is a corporation duly organized and existing under the laws of the State of New York. The name under which What's What-New York was originally incorporated was What's What, Incorporated and its certificate of incorporation was filed with the New York Department of State on November 7, 1987.

What's What-New Jersey is a corporation duly organized and existing under the laws of the State of New Jersey. Its certificate of incorporation was filed with the Secretary of State on August 28, 1991.

On the date hereof, What's What-New York has an authorized capitalization of 25,000 shares, par value \$.10 per share, designated common stock, ("New York Common") of which 10,008 shares are issued and outstanding.

On the date hereof, What's What-New Jersey has an authorized capitalization of 25,000 shares, par value \$.10 per share, designated common stock ("New Jersey Common"), of which 100 shares are issued and outstanding and all of such shares are held by What's What-New York.

The respective Boards of Directors of What's What-New York and What's What-New Jersey have determined that it is advisable and in the best interests of each such corporation that: (1) What's What-New York merge with and into What's What-New Jersey with What's What-New Jersey as the surviving corporation (the "Merger"), upon the terms and subject to the conditions herein provided, for the purpose of effecting the reincorporation of What's What-New York in the State of New Jersey; (2) New York Common be exchanged for New Jersey Common on the basis of one share of New Jersey Common for each share of New York Common, with the result that the holders of New York Common will become holders of New Jersey Common upon the consummation of the transactions contemplated herein, and (3) such Merger be submitted to be approved and adopted by the shareholders of What's What-New York and the shareholders of What's What-New Jersey.

The respective Boards of Directors of What's What-New York and What's What-New Jersey have, by resolutions duly adopted, approved this Agreement and Plan of Merger and the transactions embodied herein and direct that it be submitted to a vote of their respective shareholders.

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AGREEMENT

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, subject to the conditions set forth herein and for the purpose of stating the terms and conditions of the Merger, the manner of effecting the same, the manner of converting the shares of New York Common issued and outstanding immediately prior to the filing of a Certificate of Merger with the Secretary of State of New Jersey (the date and time of such filing is referred to as the "Effective Date"), into shares of New Jersey Common, the manner of exchanging the shares of New York Common issued and outstanding immediately prior to the Effective Date for shares of New Jersey Common, and such other provisions as are deemed desirable, What's What-New York and What's What-New Jersey hereby agree, subject to the terms and conditions hereinafter set forth and in accordance with the provisions of the New Jersey Business Corporation Act and the Business Corporation Law of the State of New York as follows:

1. Shareholder Approval. The Board of Directors of What's What-New York shall convene a special meeting of the shareholders at which the approval of this Agreement and Plan of Merger, and the transactions contemplated herein, shall be solicited. The Board of Directors of What's What-New Jersey shall convene a special meeting of shareholders of What's What-New Jersey at which the approval of this Agreement and Plan of Merger, and the transactions contemplated herein, shall be solicited.

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2. Merger of What's What-New York and What's What-New Jersey.

2.1. Merger. Subject to Paragraph 8 hereof regarding conditions and Paragraph 10 hereof regarding abandonment, on the Effective Date, pursuant to the provisions of the New Jersey Business Corporation Act and the Business Corporation Law of the State of New York, What's What-New York and What's What-New Jersey shall be merged into a single corporation by What's What-New York merging into What's What-New Jersey, with What's What-New Jersey surviving. Upon consummation thereof, the separate corporate existence of What's What-New York shall thereupon cease and What's What-New Jersey shall become the owner, without transfer, of all rights, powers, assets, qualifications and property of What's What-New York, and What's What-New Jersey shall become subject to all the debts and liabilities of What's What-New York in the same manner as if What's What-New Jersey had itself incurred them.

2.2. Name of Surviving Corporation. The name of the surviving corporation shall be "What's What, Incorporated". The purposes, county where the principal office for the transaction of business shall be located, number of directors, and capital stock of the surviving corporation shall be as appears in the Certificate of Incorporation of What's What-New Jersey and as hereinafter set forth.

2.3. Certificate of Incorporation. The Certificate of Incorporation of What's What-New Jersey, as in effect on the Effective Date, shall continue to be the

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Certificate of Incorporation of What's What-New Jersey as the surviving corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable laws.

2.4. Bylaws. The Bylaws of What's What-New Jersey, as in effect on the Effective Date, shall continue to be the Bylaws of What's What-New Jersey as the surviving corporation without change or amendment until further amended in accordance with the provisions of such Bylaws and the Certificate of Incorporation of What's What-New Jersey and applicable laws.

2.5. Directors and Officers. The directors and officers of What's What-New York shall become the directors and officers of What's What-New Jersey on the Effective Date and shall continue in office until their successors are duly elected and qualified, or their prior resignation, removal or death.

3. Succession. On the Effective Date, all of the following shall occur:

3.1 What's What-New Jersey shall succeed to the rights and obligations of the Constituent Corporations and shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations.

3.2 All and singular, the rights, privileges, powers, and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as

well for stock subscriptions, all other things in action or belonging to each of the Constituent Corporations shall be vested in What's What-New Jersey.

3.3 All property, rights, privileges, powers and franchises, and all and every other interest of the Constituent Corporations shall be thereafter as effectively the property of What's What-New Jersey as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired.

3.4 All rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations, including without limitation those with respect to any employee benefit plan, shall thenceforth attach to What's What-New Jersey and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

3.5 All corporate acts, plans, policies, agreements, approvals and authorizations of the Constituent Corporations, their shareholders, Boards of Directors and committees thereof, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, approvals and authorizations of What's What-New Jersey and shall be as effective and binding thereon as the same were with respect to either of the Constituent Corporations.

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3.6 The employees and agents of each of the Constituent Corporations shall become the employees and agents of What's What-New Jersey and shall continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of the Constituent Corporations.

3.7 The requirements of any plans or agreements of What's What-New York involving the issuance or purchase by What's What-New York of certain shares of its capital stock shall be satisfied by the issuance or purchase of a proportionate number of shares of What's What-New Jersey.

4. Exchange and Issuance of Stock. The manner of effecting the Merger contemplated herein, including the conversion of the shares of New York Common issued and outstanding immediately prior to the Effective Date into shares of New Jersey Common, shall be as follows:

4.1. At the Effective Date each of the following transactions shall be deemed to occur simultaneously:

4.1.1 Each share of New York Common issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be canceled and converted into one fully paid and non-assessable share of New Jersey Common.

4.1.2 All shares of New York Common which shall then be held in treasury shall cease to exist, and all certificates representing such shares shall be canceled by virtue of the Merger.

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4.1.3 Each share of New Jersey Common outstanding in the name of What's What-New York immediately prior to the Effective Date shall be canceled and retired and resume the status of authorized and unissued shares of New Jersey Common and no shares of New Jersey Common or other securities of What's What-New Jersey shall be issued in respect thereof.

4.2. Notwithstanding the provisions of subparagraph 4.1.1 of this Paragraph 4, any outstanding shares of New York Common held by shareholders who shall have elected to dissent from the Merger and who have exercised and perfected appraisal rights with respect to such shares, in accordance with Section 623 of the New York Business Corporation Law (the "Dissenting Shareholders") shall not be converted into shares of New Jersey Common, but shall be entitled to receive only such consideration as provided in Section 623, except that New York Common outstanding on the Effective Date and held by a Dissenting Shareholder who shall thereafter withdraw his election to dissent from the Merger or lose his right to dissent from the Merger as provided in Section 623, shall be deemed converted, as of the Effective Date, into such number of shares of New Jersey Common Stock as such holder otherwise would have been entitled to receive as a result of the Merger.

5. Stock Certificates. On and after the Effective Date, all of the outstanding certificates which immediately prior to the Effective Date represented shares of New York Common shall be deemed for all purposes to evidence ownership of, and to represent shares of New Jersey Common. The registered owner on

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the books and records of What's What-New York or its transfer agent of any such outstanding stock certificate, until such certificate shall have been surrendered for transfer or otherwise accounted for to What's What-New Jersey or its transfer agent, shall have and be entitled to exercise any voting and other rights with respect to and to receive any dividends and other distributions upon the shares of New Jersey Common evidenced by such outstanding certificate as above provided.

6. Employee Benefit and Other Plans. On the Effective Date, each employee benefit plan, retirement plan, stock option plan and incentive compensation plan to which is then a party shall be assumed by, and continue as the plan of, What's What-New Jersey. To the extent any employee benefit plan, retirement plan, stock option plan or incentive compensation plan of What's What-New York provides for the issuance or purchase of, or otherwise relates to, New York Common after the Effective Date such plan shall be deemed to provide for the issuance or purchase of, or otherwise relate to, a proportionate amount of New Jersey Common.

7. Further Assurances. From time to time, as and when required by What's What-New Jersey or by its successors and assigns, there shall be executed and delivered on behalf of What's What-New York such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in What's What-New Jersey the title to and possession of all property,

interests, assets, rights, privileges, immunities, powers, franchises and authority of What's What, and otherwise to carry out the purposes of this Agreement and Plan of Merger and the officers and directors of What's What-New Jersey are fully authorized in the name and on behalf of What's What-New York or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

8. Conditions. Consummation of the Merger is subject to the satisfaction, on or prior to the Effective Date, of the following conditions:

(a) This Agreement and Plan of Merger and the Merger shall have been adopted and approved by the vote of the shareholders as the holder of all the outstanding shares of New York Common entitled to vote thereon and by the vote of the shareholders as the holder of all the outstanding shares of New Jersey Common.

(b) All authorizations, consents, filings, waivers, approvals or other actions required by law, by agreement of What's What-New York or otherwise in connection with the execution, delivery and performance of this Agreement and Plan of Merger shall have been duly made or obtained and shall be in form and substance satisfactory to What's What-New Jersey.

9. Amendment. Subject to applicable law, this Agreement and Plan of Merger may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the Effective Date with respect to any of the terms contained herein; provided, however, that any such amendment,

modification or supplement may not be made if, in the sole judgment of the Board of Directors of What's What-New York, such would materially adversely affect the rights and interests of the shareholder of What's What-New York.

10. Abandonment. At any time before the Effective Date, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned by the Board of Directors of either What's What-New York or What's What-New Jersey or both, notwithstanding approval of this Agreement and Plan of Merger by the shareholders of What's What-New Jersey or the shareholders of What's What-New York or both.

11. Governing Law. This Agreement and Plan of Merger has been delivered in, and shall be construed under and in accordance with the laws of the State of New York except to the extent the laws of New Jersey apply to the Merger.

12. Headings. The headings set forth herein are for convenience only and shall not be used in interpreting the text of the section in which they appear.

13. Successors and Assigns. This Agreement and Plan of Merger may not be assigned by any party without the consent of the other party hereto. This Agreement and Plan of Merger shall be binding upon and inure to the benefit of the respective successors and assigns of the parties hereto.

14. Extensions of Time; Waivers. At any time prior to the Effective Date the parties hereto may, by written agreement (a) extend time for the performance of any of the obligations or other acts of the parties hereto, (b) waive any breach or

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inaccuracy in the representations and warranties contained in this Agreement and Plan of Merger or in any document delivered pursuant hereto, or (c) waive compliance with any of the covenants, conditions or agreements contained in this Merger Agreement, except as set forth in Section 8(a) hereof.