

1-31-92 **MRD 9-15-99**

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101146423

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

1. Name of conveying party(ies):  
 Marine Industries Company  
 d/b/a Marinco

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State California  
 Other \_\_\_\_\_

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

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: July 23, 1999

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

Name: Marine Industries Company, LLC  
d/b/a Marinco

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

Street Address: 2655 Napa Valley Corporate Drive

City: Napa State: CA ZIP: 94558

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other limited liability company

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 number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)  
1,793,275

Additional numbers attached?  Yes  No

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

Name: Martin P. Michael, Esq.

Internal Address: Rubin Baum Levin Constant  
& Friedman

Street Address: 30 Rockefeller Plaza  
29th Floor

City: New York State: NY ZIP: 10112

6. Total number of applications and registrations involved: 1

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

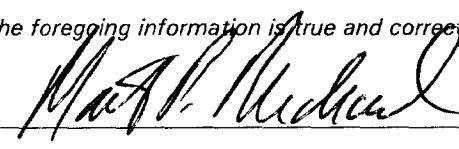
Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(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.*

Martin P. Michael, Esq.  September 14, 1999

Name of Person Signing \_\_\_\_\_ Date \_\_\_\_\_

Total number of pages including cover sheet, attachments, and document: 2

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CERTIFICATE OF MERGER OF  
MARINE INDUSTRIES COMPANY (a California corporation)  
AND  
MARINE INDUSTRIES COMPANY, LLC (a Delaware limited liability company)

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(i) MARINE INDUSTRIES COMPANY, a corporation, which is incorporated under the laws of the State of California; and

(ii) MARINE INDUSTRIES COMPANY, LLC, a limited liability company, which is organized under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent business entities.

3. The name of the surviving limited liability company in the merger herein certified is MARINE INDUSTRIES COMPANY, LLC, which will continue its existence as said surviving limited liability company under its present name upon the effective date of said merger pursuant to the provisions of the Delaware Limited Liability Company Act.

4. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at a place of business of the aforesaid surviving limited liability company, the address of which is as follows: 2655 Napa Valley Corporate Dr., Napa, CA 94558


5. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving limited liability company, on request, and without cost, to any member of the aforesaid surviving limited liability company or any person holding an interest in the terminating corporation.

6. The Agreement and Plan of Merger between the aforesaid constituent business entities provides that the merger herein certified shall be effective at the close of business on August 31, 1999.

Dated: July 23, 1999

MARINE INDUSTRIES COMPANY, LLC

By:

  
Alan L. Rivera, Vice President

Dated: July 23, 1999

MARINE INDUSTRIES COMPANY

By:

  
Alan L. Rivera, Vice President