

10-05-1999

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

9-30-99



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the attached original documents or copy thereof.

Tab settings

To the Honorable Commissione

1. Name of conveying party(ies):

Keith Clark, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State - Puerto Rico, Other

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

3. Nature of conveyance:

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

Execution Date: 10/24/79

2. Name and address of receiving party(ies)

Name: Keith Clark, Inc.

Internal Address:

Street Address: 101 O'Neil Rd.

City: Sidney State: NY ZIP: 13838

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State New York, 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,128,278

Additional numbers attached? Yes No

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

Name: George R. McGuire

Internal Address: HANCOCK & ESTABROOK, LLP

Street Address: 1500 Mony Tower 1

PO Box 4976

City: Syracuse State: NY ZIP: 13221

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

Please charge any additional fees or credit any over payment to:

8. Deposit account number:

500576

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

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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.

George R. McGuire Name of Person Signing

Signature

9/28/99 Date

Total number of pages including cover sheet, attachments, and document: 7

State of New York }
Department of State }^{ss:}

I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on APR 25 1996



Alexander F. Dresswell
Secretary of State

DOS-200 (Rev. 1/95)

A618141

CERTIFICATE OF MERGER

OF

KEITH CLARK, INC.
(A Puerto Rico Corporation)

INTO

NUKEITH, INC.
(A New York Corporation)

Under Section 904 of the
Business Corporation Law

Pursuant to the provisions of Sections 904 of the Business Corporation Law, the undersigned, Lewis B. Cullman and John E. Massengale, President and Secretary, respectively, of NuKeith, Inc., a New York corporation, and Lewis B. Cullman and John E. Massengale, Chairman and Secretary, respectively, of Keith Clark, Inc., a Puerto Rico corporation, hereby certify:

FIRST: That the names of the constituent corporations to be merged are Keith Clark, Inc., a Puerto Rico corporation, and NuKeith, Inc., a New York corporation, and that the name of the surviving corporation is NuKeith, Inc.

SECOND: That the designation and number of shares outstanding of each class or series of the constituent corporations to be merged are as follows:

<u>Name of Corporation</u>	<u>Designation and Number of Shares Outstanding</u>
NuKeith, Inc.	100 shares of Common Stock (par value \$.50 per share)
Keith Clark, Inc.	543,900 shares of Common Stock (no par value)

THIRD: The Certificate of Incorporation of NuKeith, Inc., as the surviving corporation, shall be amended by deleting therefrom in its entirety paragraph FIRST thereof and substituting therefor the following:

"FIRST: The name of the Corporation is Keith Clark, Inc. (hereinafter called the 'Corporation')."

FOURTH: That the date on which the Certificate of Incorporation of NuKeith, Inc. was filed in the office of the Department of State of the State of New York was the 25th day of October, 1977; and

That the date on which the Certificate of Incorporation of Keith Clark, Inc. was filed in the Office of the Department of State of the Commonwealth of Puerto Rico was the 11th day of September, 1967, and the application of authority to do business in the State of New York of Keith Clark, Inc. was filed with the Office of the Department of State of the State of New York on December 28, 1967; and

That the merger is permitted by the laws of the Commonwealth of Puerto Rico under which Keith Clark, Inc. is incorporated and is in compliance therewith.

FIFTH: That the Agreement and Plan of Merger was adopted by the Board of Directors and sole shareholder of NuKeith, Inc., the surviving corporation, by unanimous written consents effective October 24, 1979, and by the Board of Directors and sole shareholder of Keith Clark, Inc. by unanimous written consents effective October 24, 1979.

SIXTH: That the merger shall be effective on October 31, 1979.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 24th day of October, 1979.

NuKeith, Inc.

By Lewis B. Cullman
Lewis B. Cullman, President

John E. Massengale
John E. Massengale, Secretary

Keith Clark, Inc.

By Lewis B. Cullman
Lewis B. Cullman, Chairman

John E. Massengale
John E. Massengale, Secretary

USC

SPK #1

USC

① Puerto Rico Corp
12/28/67
65677-5

A618141

CERTIFICATE OF MERGER

OF

① KEITH CLARK, INC.
(A Puerto Rico Corporation)

INTO

② NUKEITH, INC.
(A New York Corporation)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILE OCT 31 1979

AMT OF CHECK \$ 34
FILING FEE \$ 30
TAX \$
COPY \$ 4
CERT \$
REFUND \$

BY: _____

Under Section 904 of the
Business Corporation Law

422769

Delaware

② 10/25/77
Delaware Co
A4381377

1,019,188 put #.50 each
new name of merger
10/29

PAUL WEISS, RIFKIND, WHARTON & GARRISON
ATTORNEYS AT LAW
345 PARK AVENUE, NEW YORK, N.Y. 10022

State of New York }
Department of State } ^{ss:}

I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on APR 25 1996



Abraham F. Brackwell

Secretary of State

DOS-200 (Rev. 1/95)