



10-20-1999

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

10-12-1999



101179190

U.S. Patent & TMO/TM Mail Rcpt Dt. #39

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

1. Name of conveying party(ies):
OSD Envizion, Inc.

Individual(s) Association
General Partnership Limited Partnership

Corporation-State Delaware
Other _____

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

2. Name and address of receiving party(ies):
Name: Jackson Products, Inc.

Internal Address: _____

Street Address: 2997 Clarkson Road

City: Chesterfield State: MO ZIP: 63017

Individual(s) citizenship _____
Association _____
General Partnership _____
Limited Partnership _____

Corporation-State Delaware
Other: _____

3. Nature of conveyance: MD 10-12-99

Assignment Merger
Security Agreement Change of Name
Other: _____

Execution Date: October 1, 1999

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)

Additional numbers attached? Yes No

1,772,283; 1,719,934; 1,812,772; 1,802,604; 2,108,453

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kay R. Sherman
Internal Address: Gallop, Johnson & Neuman, L.C.
Street Address: 101 South Hanley, Suite 1600
City: St. Louis State: MO ZIP: 63105

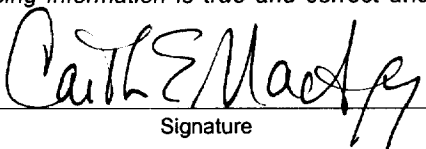
6. Total number of applications and registration involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00
 Enclosed
Authorized to be charged to deposit account

8. Deposit account number:
(Attached 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.

Caitlin E. MacAgy  10/7/99
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

10/20/1999 10:41:11 (00105) 177283

01 FC:461 40.00 01
02:DI:MO PCDOCS\SL01\41033991 100.00 01

TRADEMARK
REEL: 001976 FRAME: 0339

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"OSD ENVIZION, INC.", A DELAWARE CORPORATION,

WITH AND INTO "JACKSON PRODUCTS, INC." UNDER THE NAME OF "JACKSON PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 1999, AT 12 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2326979 8100M

0007758

AUTHENTICATION:

991416568

10-04-99

DATE:

TRADEMARK

REEL: 001976 FRAME: 0340

CERTIFICATE OF OWNERSHIP AND MERGER

OF

OSD ENVIZION, INC.

WITH AND INTO

JACKSON PRODUCTS, INC.

UNDER SECTION 253 OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Jackson Products, Inc., a Delaware corporation (the "Corporation"), hereby certifies to the following information relating to the merger of OSD Envizion, Inc., a Delaware corporation ("OSD"), with and into the Corporation (the "Merger").

1. The names and states of incorporation of the Corporation and OSD, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
OSD Envizion, Inc.	Delaware
Jackson Products, Inc.	Delaware

2. The Corporation owns all of the outstanding shares of capital stock of the OSD.

3. The Board of Directors of each of OSD and the Corporation duly adopted resolutions pursuant to Sections 141 and 253 of the DGCL, as of September 20, 1999, approving the merger of OSD with and into the Corporation. Attached hereto as Exhibit A

4. The Corporation will be the surviving corporation with respect to the Merger, and the name of the surviving corporation will continue to be Jackson Products, Inc. (the "Surviving Corporation").

5. Pursuant to the Merger, the Certificate of Incorporation and By-Laws of the Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation, and the directors and officers of the Corporation will be the directors and officers of the Surviving Corporation.

6. As a result of the Merger, each share of capital stock of OSD shall be automatically canceled, and each share of the capital stock of the Corporation held by OSD will be automatically canceled and the Corporation will issue new shares on a pro rata basis to each holder of the capital stock of OSD immediately prior to the Merger, without any action on the part of the holder thereof, such that the stockholders of OSD will become the stockholders of the Surviving Corporation.

7. This Merger shall become effective immediately upon the filing of this Certificate of Merger.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed on this 20th day of September, 1999.

JACKSON PRODUCTS, INC

By: Robert H. Elkin
Name: Robert H. Elkin
Title: President

ATTEST:

By: Christopher T. Paule
Name: Christopher T. Paule
Title: Secretary

OSD ENVIZION, INC.

By: Robert H. Elkin
Name: Robert H. Elkin
Title: President

ATTEST:

By: Christopher T. Paule
Name: Christopher T. Paule
Title: Secretary

ACTION BY UNANIMOUS WRITTEN CONSENT

OF THE

BOARD OF DIRECTORS

OF

JACKSON PRODUCTS, INC.

September 20, 1999

The undersigned, being all of the directors of Jackson Products, Inc., a Delaware corporation (the "Company"), do hereby waive all call and notice of a meeting of the Board of Directors, and acting pursuant to its By-Laws and Section 141(f) of the General Corporation Law of the State of Delaware, do hereby adopt the following resolutions:

RESOLVED, that the Agreement and Plan of Merger, dated as of September 20, 1999 (as amended, restated, modified and supplemented, from time to time, in accordance with its terms, the "Merger Agreement"), between the Company and OSD Envizion, Inc. ("OSD"), a Delaware corporation, substantially in the form attached hereto as Exhibit A, pursuant to which OSD will merge with and into the Company with the Company being the surviving corporation (the "Merger") is hereby approved, and the Company and each of its officers is authorized to enter into, execute, deliver and perform each of the Merger Agreement and such agreements, instruments, documents and transactions incident to the Merger Agreement, and any amendments, restatements, modifications and supplements, from time to time, thereto as any of the officers of the Company may approve in his own discretion, such approval to be conclusively evidenced by such officer or officers' execution and delivery thereof; and it is further

RESOLVED, that the Company hereby authorizes and directs the Merger, and as a result of such Merger, (i) the certificate of incorporation, by-laws, directors and officers of the Company will continue to be the certificate of incorporation, by-laws, directors and officers of the Company, as the surviving corporation of such Merger, (ii) the capital stock of OSD will be automatically canceled as a result of such merger, and (iii) the capital stock of the Company held by OSD will be automatically canceled and the Company will issue new shares on a pro rata basis to each holder of the capital stock of OSD immediately prior to the Merger, without any action on the part of the holder thereof, such that the stockholders of OSD will become the stockholders of the Company; and it is further

RESOLVED, that the officers of the Company are authorized to complete, execute and file a Certificate of Ownership and Merger relating to such Merger with the Secretary of State of Delaware, and to take all other actions that are necessary and desirable to accomplish the foregoing; and it is further

RESOLVED, that the Certificate of Merger, substantially in the form attached hereto as Exhibit B, to be filed with the Office of the Secretary of State of the State of Delaware and recorded in the office of the Recorder of Deeds for the County of Newcastle, Delaware, be and, it hereby is, in all respects ratified and approved; and it is further

RESOLVED, that the Company hereby authorizes its officers, or any one or more of them, to perform or make any statements, restatements, modifications and supplements in the Merger Agreement, or such other agreements, instruments or documents that may be entered into in connection therewith on the Company's behalf, as from time to time may be agreed upon by any officer of the Company, and each officer of the Company is each hereby authorized on behalf of the Company and in the name of the Company to execute, deliver and perform the Merger Agreement, with such modifications, changes, deletions, supplements or amendments as have been approved by any officer, each with such additional changes thereto as any officer executing the same shall in his own discretion approve, such approval to be conclusively evidenced by such officer or officers' execution and delivery thereof; and it is further

RESOLVED, that each officer of the Company is authorized to do or cause to be done any and all such acts and things and execute and deliver any and all documents and papers and to pay all fees and charges as he may deem necessary or appropriate to carry out the purposes of the foregoing resolutions; and it is further

RESOLVED, that any and all actions heretofore or hereafter taken by any officer of the Company, within the terms of the foregoing resolutions, be and hereby is, ratified and confirmed as the act and deed of the Company.

This unanimous written consent may be executed in counterparts, each of which shall be an original instrument but all of which taken together shall constitute one consent.

ACTION BY UNANIMOUS WRITTEN CONSENT

OF THE

BOARD OF DIRECTORS

OF

OSD ENVIZION, INC.

September 20, 1999

The undersigned, being all of the directors of OSD Envizion, Inc., a Delaware corporation (the "Company"), do hereby waive all call and notice of a meeting of the Board of Directors, and acting pursuant to its By-Laws and Section 141(f) of the General Corporation Law of the State of Delaware, do hereby adopt the following resolutions:

RESOLVED, that the Agreement and Plan of Merger, dated as of September 20, 1997 (as amended, restated, modified and supplemented, from time to time, in accordance with its terms, the "Merger Agreement"), between the Company and Jackson Products, Inc. ("Jackson"), a Delaware corporation, substantially in the form attached hereto as Exhibit A, pursuant to which the Company will merge with and into Jackson with Jackson being the surviving corporation (the "Merger") is hereby approved, and the Company and each of its officers is authorized to enter into, execute, deliver and perform each of the Merger Agreement and such agreements, instruments, documents and transactions incident to the Merger Agreement, and any amendments, restatements, modifications and supplements, from time to time, thereto as any of the officers of the Company may approve in his own discretion, such approval to be conclusively evidenced by such officer or officers' execution and delivery thereof; and it is further

RESOLVED, that the Company hereby authorizes and directs the Merger, and as a result of such Merger, (i) the certificate of incorporation, by-laws, directors and officers of Jackson will continue to be the certificate of incorporation, by-laws, directors and officers of Jackson, as the surviving corporation of such Merger, (ii) the capital stock of the Company will be automatically canceled as a result of such merger, and (iii) the capital stock of Jackson held by the Company will be automatically canceled and Jackson will issue new shares on a pro rata basis to each holder of the capital stock of the Company immediately prior to the Merger, without any action on the part of the holder thereof, such that the stockholders of the Company will become the stockholders of Jackson; and it is further

RESOLVED, that the officers of the Company are authorized to complete, execute and file a Certificate of Ownership and Merger relating to such Merger with the Secretary of State of Delaware, and to take all other actions that are necessary and desirable to accomplish the foregoing; and it is further

RESOLVED, that the Certificate of Merger, substantially in the form attached hereto as Exhibit B, to be filed with the Office of the Secretary of State of the State of Delaware and recorded in the office of the Recorder of Deeds for the County of Newcastle, Delaware, be and, it hereby is, in all respects ratified and approved; and it is further

RESOLVED, that the Company hereby authorizes its officers, or any one or more of them, to perform or make any statements, restatements, modifications and supplements in the Merger Agreement, or such other agreements, instruments or documents that may be entered into in connection therewith on the Company's behalf, as from time to time may be agreed upon by any officer of the Company, and each officer of the Company is each hereby authorized on behalf of the Company and in the name of the Company to execute, deliver and perform the Merger Agreement, with such modifications, changes, deletions, supplements or amendments as have been approved by any officer, each with such additional changes thereto as any officer executing the same shall in his own discretion approve, such approval to be conclusively evidenced by such officer or officers' execution and delivery thereof; and it is further

RESOLVED, that each officer of the Company is authorized to do or cause to be done any and all such acts and things and execute and deliver any and all documents and papers and to pay all fees and charges as he may deem necessary or appropriate to carry out the purposes of the foregoing resolutions; and it is further

RESOLVED, that any and all actions heretofore or hereafter taken by any officer of the Company, within the terms of the foregoing resolutions, be and hereby is, ratified and confirmed as the act and deed of the Company.

This unanimous written consent may be executed in counterparts, each of which shall be an original instrument but all of which taken together shall constitute one consent.