

TR



MILD 11/10/99

Tab settings

101200836

To the Honorable Commissioner of Patents and

and attached original documents or copy thereof.

1. Name of conveying party(ies): Snyder ID AM 9:13  
**IPAC, Inc.**

- Individual(s)
- General Partnership
- Corporation-State Cayman Islands
- Other

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

3. Nature of conveyance:

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

Execution Date: June 16, 1994

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

Name: IPAC, Inc.

Internal Address: Weiner, Astrachan, Gunst Hillman &

Street Address: 120 East Baltimore Street, Suite 2100

City: Baltimore State: NY ZIP: 21202

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Maryland
- 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 registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,219,011  
1,294,110  
1,386,708

Additional numbers attached?  Yes  No

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

Name: George L. Snyder, Jr., Esq.

Internal Address: Simpson, Simpson & Snyder

HSBC Bank Building

5554 Main Street, Suite 200

Street Address:

City: Williamsville State: NY ZIP: 14221

6. Total number of applications and registrations involved:.....

3

7. Total fee (37 CFR 3.41):.....\$ \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0822

11/16/1999 DCOATES 00000007 1219011

DO NOT USE THIS SPACE

01 FC:481  
02 FC:482

40.00 OP  
50.00 OP

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 L. Snyder, Jr.

Name of Person Signing

Signature

November 8, 1999

Date

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

9

TRADEMARK

REEL: 001988 FRAME: 0637

6/16/94 10:29a  
merger

ARTICLES OF REORGANIZATION

Merging

IPAC, INC.  
(A Cayman Islands Corporation)

With And Into

IPAC, INC.  
(A State of Maryland Corporation)

(Pursuant to 3-101 et seq. of the  
General Corporation Law of Maryland)

'94 JUN 16 PM 10 29

IPAC, INC., a State of Maryland corporation (hereinafter "IPAC MD"), and IPAC, INC. a Cayman Islands corporation (hereinafter "IPAC CI"), hereby certify to the State Department of Assessments and Taxation that:

FIRST: Effective June 30, 1994, the sole Stockholder and all of the Directors of IPAC MD, acting by written consent in lieu of a special joint meeting, and the sole Stockholder and all of the Directors of IPAC CI acting by written consent in lieu of a special joint meeting, adopted and approved the Agreement and Plan of Reorganization set forth in Article Second hereof which provides, in part, that IPAC CI shall be deregistered in the Cayman Islands and merged with and into IPAC MD in a transaction qualifying as a reorganization within the meaning of section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended. (IPAC MD and IPAC CI are hereinafter sometimes referred to individually as a "Constituent Corporation" and collectively as the "Constituent Corporations").

IPAC CI (formerly Hiross, Inc.) was incorporated in the Cayman Islands pursuant to the Companies Law Cap. 22 as an Exempted Company formed in the Cayman Islands on December 22, 1988 and was registered with the Register of Companies of the Cayman Islands on December 23, 1988. The authorized capital stock of IPAC CI consists of 5000 shares of Common Stock, 400 shares of Preferred Stock and 20 shares of Class A Preferred Stock (hereinafter called "IPAC CI stock"), of which 2,090 shares of Common Stock are issued and outstanding, 341 shares of Preferred Stock are issued and outstanding and 20 shares of Class A Preferred Stock are issued and outstanding. IPAC IC principal office in the Cayman Islands is: c/o John V. Broadbent, Solicitor, Campbell Corporate Services Limited, Bank of Nova Scotia Building, P.O. Box 268, Grand Cayman, Cayman Islands, B.W.I.

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IPAC MD was incorporated in the State of Maryland on December 28, 1993. The authorized capital stock of IPAC MD consists of 5,000 shares of Common Stock with no par value per share (hereinafter called "IPAC MD stock"), 50 shares of which are issued and outstanding. IPAC MD maintains its principal place of business in the State of Maryland in the City of Baltimore, and its mailing address is: Weiner, Astrachan, Gunst Hillman & Allen (formerly Hazel & Thomas, P.C.), The Bank of Baltimore Building, 120 East Baltimore Street, Suite 2100, Baltimore, Maryland 21202. The registered agent is Kenneth R. Hannahs, Jr. and he is located at the address of the principal place of business in Maryland.

**SECOND:** The Plan of Reorganization (the "Plan") is as follows:

(1) Effective upon the later to occur of the acceptance for record of Articles of Reorganization by the Maryland State Department of Assessments and Taxation and acceptance for record of the Articles of Deregistration by the Registrar of Companies of the Cayman Islands (hereinafter the "Effective Date"):

(a) IPAC CI shall be merged with and into IPAC MD which is hereby designated as the "Surviving Corporation", which shall continue its corporate existence as a corporation governed by the laws of the State of Maryland, and which shall continue to maintain a registered office in the State of Maryland;

(b) The separate existence of IPAC CI shall cease;

(c) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation, and all property, real, personal and mixed, and all debts due to either Constituent Corporation on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the merger had

not taken place, or the Surviving Corporation may be substituted in such action or proceeding;

(d) All corporate acts, plans, policies, contracts, approvals and authorizations of IPAC CI and its Stockholders, Board of Directors, 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, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to IPAC CI; and

(e) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

(2) The names of the initial Directors of the Surviving Corporation, who shall act and serve in such capacity until their successors are elected and qualified in accordance with the bylaws of the Surviving Corporation are Stephen A. Saldanha and Ben Tillman Austin, III.

(3) The first officers of the Surviving Corporation, who shall hold the office(s) set forth beside their names until their successors are elected and qualified in accordance with the By-laws of the Surviving Corporation, are as follows:

Chief Executive Officer:	Ben Tillman Austin, III
Chief Operating Officer:	Peter A. Grandits, Jr.
President:	Peter A. Grandits, Jr.
Secretary:	Janine N. Huber

(4) The manner and basis of converting the issued outstanding shares of each Constituent Corporation into shares of the Surviving Corporation, and the mode of carrying the merger into effect are as follows:

(a) Each share of IPAC CI stock, including any and all preferred shares, which remains unissued on the Effective Date of this merger shall be cancelled;

(b) Each share of IPAC MD common stock which remains issued and outstanding on the Effective Date shall remain issued and outstanding;

(c) All of the shares, including any and all preferred shares, of IPAC CI stock outstanding on the Effective Date shall be converted into fifty (50) fully paid and nonassessable shares

of IPAC MD common stock without any action on the part of the holder thereof. After the Effective Date, the sole holder of all outstanding certificates or certificates which, prior thereto, represented shares of IPAC CI stock shall be entitled, upon surrender thereof to receive in exchange therefor a certificate or certificates representing 50 shares of IPAC MD common stock into or for which its shares have been converted or exchanged. Until surrendered, each outstanding certificate which, prior to the Effective Date represented shares of IPAC CI stock shall for all purposes evidence the ownership of the shares of IPAC MD common stock into or for which such shares have been so converted or exchanged; and

(d) All shares of IPAC MD common stock and into which shares of IPAC CI stock and shall have been converted pursuant to this Plan shall be issued in full satisfaction of all rights pertaining to such converted shares.

(5) The name, Articles of Incorporation and By-Laws of IPAC MD as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the name, Articles of Incorporation and By-Laws of the Surviving Corporation until changed or amended in the manner provided by law.

(6) The Plan may be terminated at any time prior to the Effective Date, whether before or after action thereon by the Stockholders of the Constituent Corporations, by mutual consent of the Constituent Corporations, expressed by action of their respective Boards of Directors.

(7) The Plan, and the legal relations between the parties hereto, shall be governed by and construed in accordance with the laws of the State of Maryland and where applicable, the laws of the Cayman Islands.

(8) The Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

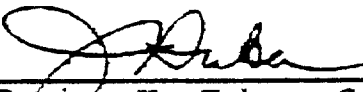
SIGNATURES FOLLOW ON THE NEXT PAGE

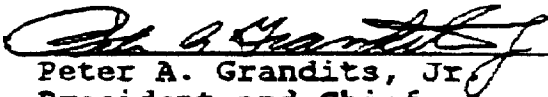
**SIGNATURE PAGE**

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Reorganization to be signed in their respective corporate names and on their behalf by their respective Presidents and Chief Operating Officers and witnessed or attested by their respective Secretaries as of the date first hereinabove written.

**ATTEST:**


IPAC, INC.,  
a Cayman Islands corporation

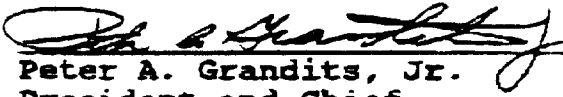
  
\_\_\_\_\_  
Janine N. Huber, Secretary  
(Corporate Seal)

By:   
\_\_\_\_\_  
Peter A. Grandits, Jr.  
President and Chief  
Operating Officer

**ATTEST:**

IPAC, INC.,  
a Maryland corporation

  
\_\_\_\_\_  
Janine N. Huber, Secretary  
(Corporate Seal)

By:   
\_\_\_\_\_  
Peter A. Grandits, Jr.  
President and Chief  
Operating Officer

STATE OF MARYLAND  
 WILLIAM DONALD SCHAEFER  
 Governor  
 LLOYD W. JONES  
 Director  
 LUL B. ANDERSON  
 Administrator



Department of Assessments and Taxation  
 CHARTER DIVISION  
 Room 809  
 301 West Preston Street  
 Baltimore, Maryland 21201

DOCUMENT CODE 11 BUSINESS CODE \_\_\_\_\_ COUNTY 74

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Merging  
 (Transferor) SPAC, Inc.  
(Cayman Islands)

Surviving  
 (Transferee) SPAC, Inc. (Md)  
R 3793957

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	<u>20</u>	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cart. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____
55	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
70	_____	Property Reports and _____	MAIL TO ADDRESS: _____
91	_____	late filing penalties	<u>Lisa Hughes</u>
92	_____	Change of P.O., R.A. or R.A.A.	<u>Hazel Thomas</u>
93	_____	Amend/Cancellation, For. Limited Part.	<u>3110 Fairview Park Dr</u>
95	_____	Art. of Organization (LLC)	<u># 1400</u>
96	_____	LLC Amend, Diss, Continuation	<u>Falls Church VA</u>
97	_____	LLC Cancellation	NOTE: _____
98	_____	Reg. Foreign LLC	<u>22042</u>
99	_____	Foreign LLC Supplemental	<u>No Cond</u>
92	_____	_____ LLC Good Standing (short)	_____
_____	_____	Other _____	_____

TOTAL FEES 50  Check \_\_\_\_\_ Cash

1 Documents on 2 checks

APPROVED BY: [Signature]

**ARTICLES OF MERGER  
OF  
IPAC, INC. (A FC CORP.)  
INTO  
IPAC, INC. (A MD CORP.)**

**SURVIVOR**

**APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 16, 1994 AT 10:29 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.**

ORGANIZATION AND  
CAPITALIZATION FEE PAID:  
  
\$ \_\_\_\_\_

RECORDING  
FEE PAID:  
  
\$ 20.00

SPECIAL  
FEE PAID:  
  
\$ \_\_\_\_\_

**D3793957**

XX

**IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.**

**HAZEL AND THOMAS  
ATTN: LISA HUGHES  
3110 FAIRVIEW PARK DR #1400  
FALLS CHURCH VA 22042**

245C3075841

**A 456969**



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

353 1460

**TRADEMARK  
REEL: 001988 FRAME: 0644**



# STATE OF MARYLAND

294644

## DEPARTMENT OF ASSESSMENTS AND TAXATION

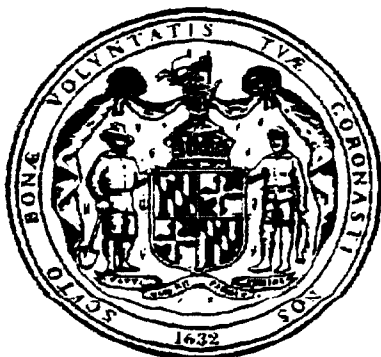
301 West Preston Street Baltimore, Maryland 21201

DATE: JUNE 16, 1994

THIS IS TO ADVISE YOU THAT THE ARTICLES OF MERGER FOR  
IPAC, INC. (MD)-SURVIVOR AND IPAC, INC. (CAYMAN ISLANDS)-MERGING OUT  
WERE RECEIVED AND APPROVED FOR RECORD ON JUNE 16, 1994 AT 10:29 AM.

FEE PAID:

50.00



JOSEPH V. STEWART  
CHARTER SPECIALIST

475-031

032