

12-09-1999

Attorney Docket No.: 00327/001001

MRD 11.22.99
Commissioner of Patents and Trademarks



101217325

SHEET

Y

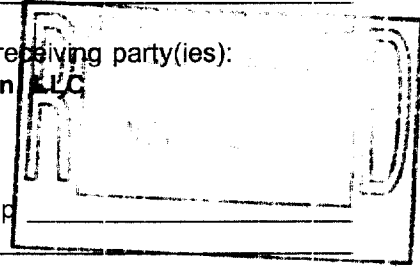
copies of an original document.

1. Name of conveying party(ies):
Larkin-Pluznick-Larkin, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Massachusetts
- Other _____

2. Name and address of receiving party(ies):
Larkin-Pluznick-Larkin, LLC
100 Wells Avenue
Newton, MA 02459

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware limited liability corporation



Additional name(s) attached? Yes No

If the assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No

Additional names/addresses attached? Yes No

3. Nature of conveyance:
 Assignment
 Merger
 Security Agreement
 Change of Name
 Other:

Execution Date: **May 6, 1999**

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

A. Trademark Application No.(s):

- 75/419,365 - SB&O SCHOOL BAND & ORCHESTRA and Design
- 75/514,163 - PRET USA
- 75/588,650 - ONESOURCE (Stylized)
- 75/602,487 - PRET AMERICA

B. Trademark No.(s):

- 1,232,710 - MUSICAL MERCHANDISE REVIEW
- 1,417,950 - INTERNATIONAL KIDS FASHION SHOW
- 1,417,951 - INTERNATIONAL FASHION AND BOUTIQUE SHOW
- 1,634,053 - MMR and Design
- 1,694,360 - ACCENT
- 1,724,158 - INTERNATIONAL KIDS FASHION SHOW
- 1,761,633 - INTERNATIONAL FASHION BOUTIQUE SHOW
- 1,835,636 - PREMIER FASHIONS
- 1,858,822 - INTERNATIONAL FASHION BOUTIQUE SHOW and Design
- 1,861,145 - INTERNATIONAL KIDS FASHION SHOW and Design
- 1,888,093 - INTERNATIONAL FASHION FABRIC EXHIBITION
- 1,903,975 - INTERNATIONAL FASHION FABRIC EXHIBITION (Stylized)

12/08/1999 TTON11 00000140 1232710

01 FC:481
02 FC:482

40.00 DP
375.00 DP

"EXPRESS MAIL" Mailing Label Number EL 224674679 US

Date of Deposit November 22, 1999

I hereby certify under 37 CFR 1.10 that this correspondence is being deposited with the United States Postal Service as "Express Mail Post Office To Addressee" with sufficient postage on the date indicated above and is addressed to the Assistant Commissioner for Patents, Washington, D.C. 20231.

Samantha Bell
Samantha Bell

Additional numbers attached? Yes No

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

Timothy A. French, Esq.
Fish & Richardson P.C.
225 Franklin Street
Boston, MA 02110-2804

6. Total number of applications and registrations involved: **16**

7. Total fee (37 CFR 3.41): **\$415**

Enclosed

Authorized to charge deposit account

8. Deposit account number: **06-1050**

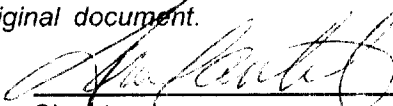
If the fee above is being charged to deposit account, a duplicate copy of this cover sheet is attached. Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.

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 the attached is a true copy of the original document.*

Timothy A. French, Esq.

Name of Person Signing


Signature

11/22/99
Date

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

[Handwritten Signature]
Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

[Handwritten Mark]

ARTICLES OF ~~*CONSOLIDATION~~ / *MERGER (General Laws, Chapter 156B, Section 79)

~~/Consolidation/~~ *merger of

(M) *(S)* LARKIN-PLUZNICK-LARKIN, INC., a Massachusetts Corporation and LARKIN-PLUZNICK-LARKIN, LLC, a Delaware Limited Liability Company,

the constituent corporations ^{and} _{into} **

(S) LARKIN-PLUZNICK-LARKIN, LLC

~~/a new corporation /~~ *one of the constituent corporations ^{and} _{organized} under the laws of Delaware

The undersigned officers of each of the constituent corporations ^{and} _{certify} under the penalties of perjury as follows:

1. An agreement of ~~/consolidation/~~ *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ ^{***} *surviving corporation ^{or} _{***} will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, ^{or} _{upon} written request and without charge.

2. The effective date of the ~~consolidation/~~ *merger determined pursuant to the agreement of ~~consolidation/~~ *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

The following amendments to the Articles of Organization of the ~~surviving corporation~~ ^{*} have been effected pursuant to the agreement of merger:

NONE

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

*** limited liability company

**Delete the inapplicable words.*

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

C
P
M
R.A.

[Handwritten Mark]

P.C

(consolidation)
 the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is
 organized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

**c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

**d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

**e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

limited liability company

Item 4 below may be deleted if the ~~resulting~~ /surviving ~~corporation~~ is organized under the laws of a state other than Massachusetts.

DELETED

4. The information contained in Item 4 is *not a permanent* part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation *in Massachusetts* is: *(post office boxes are not acceptable)*

**If there are no provisions state "None".

the residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
------	---------------------	---------------------

Agent:

Treasurer:

Clerk:

Directors:

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ / ~~surviving corporation~~ ^{***} shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting~~ / ~~surviving corporation~~ ^{***} hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign ^{***} qualified including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation or ^{**} in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

THE SURVIVING DELAWARE LIMITED LIABILITY COMPANY IS LARKIN-PLUZNICK-LARKIN, LLC FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / ~~Vice President~~ and *Clerk / ~~Assistant Clerk~~ of LARKIN-PLUZNICK-LARKIN, INC. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

Harold S. Larkin
HAROLD S. LARKIN, *President / ~~Vice President~~

Herbert Lemelman
HERBERT LEMELMAN, *Clerk / ~~Assistant Clerk~~

FOR CORPORATIONS ^{***} ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † HAROLD S. LARKIN, MANAGER and †† HAROLD S. LARKIN, MANAGER of LARKIN-PLUZNICK-LARKIN, LLC ^{***} a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of ~~consolidation~~ /

*merger has been duly adopted by such corporation in the manner required by the laws of Delaware ^{***} limited liability company

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Harold S. Larkin
†† Harold S. Larkin

664288

1749

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 250 - , having been paid,
said articles are deemed to have been filed with me this 23rd
day of June , 19 99.

Effective date _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

FREDERICK L. TRILLING, ESQUIRE
LEMELMAN & LEMELMAN
77 Franklin Street, 10th Floor
Boston, MA 02110

Telephone: (617) 723-2525

**CERTIFICATE OF MERGER OF
LARKIN-PLUZNICK-LARKIN, INC. AND
LARKIN-PLUZNICK-LARKIN, LLC**

Pursuant to Chapter 18, Section 209 of the Delaware General Corporation Law, the undersigned corporation and limited liability company have both executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is LARKIN-PLUZNICK-LARKIN, LLC, a Delaware limited liability company, and the name of the corporation being merged into this surviving limited liability company is LARKIN-PLUZNICK-LARKIN, INC., a Massachusetts corporation.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is LARKIN-PLUZNICK-LARKIN, LLC.

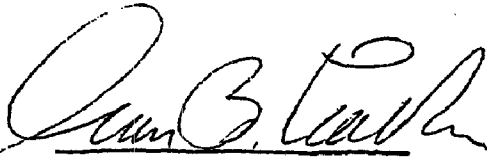
FOURTH: The merger is to become effective on the date of filing of this Certificate of Merger with the Secretary of the State of Delaware.

FIFTH: The Agreement and Plan of Merger is on file at 100 Wells Avenue, Newton, Massachusetts 02459, the place of business of the surviving limited liability company.

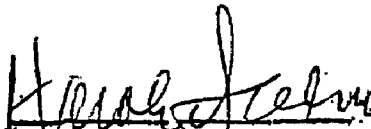
SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company or stockholder of the merging corporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, as of the 24th day of May 1999.

LARKIN-PLUZNICK-LARKIN, LLC



Alan B. Larkin
Manager

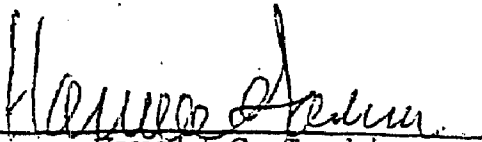


Harold S. Larkin
Manager




Charna Larkin
Manager

LARKIN-PLUZNICK-LARKIN, INC.

By: 

Name: Harold S. Larkin
Title: President

By: 

Name: Alan B. Larkin
Title: Treasurer

CERTIFICATE OF MERGER

FILED

JUN 23 1999

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

04 JUN 29 11:05

LARKIN-PLUZNICK-LARKIN, INC.
A Massachusetts Corporation
and
LARKIN-PLUZNICK-LARKIN, LLC
A Delaware Limited Liability Company

Pursuant to Massachusetts General Laws, the above-captioned parties, LARKIN-PLUZNICK-LARKIN, INC., a Massachusetts corporation, and LARKIN-PLUZNICK-LARKIN, LLC, a Delaware limited liability company, hereby file the following information with the intention that the surviving entity shall be LARKIN-PLUZNICK-LARKIN, LLC:

1. Larkin-Pluznick-Larkin, Inc., federal identification number: 04-2150956; and Larkin-Pluznick-Larkin, LLC (surviving entity) federal identification number applied for.

2. Larkin-Pluznick-Larkin, Inc. office address: 100 Wells Avenue, Newton, MA 02459 (prior to merger which will end its corporate existence); Larkin-Pluznick-Larkin, LLC office address: 100 Wells Avenue, Newton, MA 02459 (surviving entity).

3. Date and jurisdiction of formation or organization: Larkin-Pluznick-Larkin, Inc.: December 29, 1952 (as Register Publications, Inc., with name changed to Larkin-Pluznick-Larkin, Inc. March 30, 1981) in Massachusetts; Larkin-Pluznick-Larkin, LLC formed May 6, 1999 in Delaware.

4. The merger has been duly adopted in accordance with the laws of Massachusetts and Delaware under which Larkin-Pluznick-Larkin, Inc. and Larkin-Pluznick-Larkin, LLC were organized and formed, and in accordance with the operating agreement of Larkin-Pluznick-Larkin, LLC.

5. The effective date of the merger is May 6, 1999.

6. The agreement of merger will be kept on file at the office of the surviving entity, Larkin-Pluznick-Larkin, LLC, 100 Wells Avenue, Newton, MA 02459.

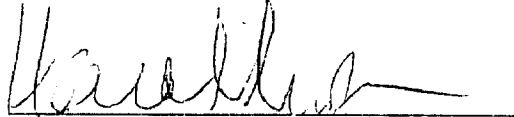
7. A copy of the agreement of merger will be furnished by Larkin-Pluznick-Larkin, Inc. and Larkin-Pluznick-Larkin, LLC on request and without cost to any member or person holding an interest, respectively, in either Larkin-Pluznick-Larkin, Inc. or Larkin-Pluznick-Larkin, LLC.

8. The surviving entity, Larkin-Pluznick-Larkin, LLC, a Delaware limited liability company, hereby agrees to irrevocably appoint the Secretary of the Commonwealth of Massachusetts to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth may be served in the manner set forth in MGL Chapter 181, §15.

9. The office address listed above, 100 Wells Avenue, Newton, MA 02459 is the correct address for Harold S. Larkin, Manager of Larkin-Pluznick-Larkin, LLC, each person (Manager) authorized to execute documents to be filed with the Corporations Division, and each person (Manager) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property; and there is no amendment to the certificate of organization of the surviving entity Larkin-Pluznick-Larkin, LLC.

In Witness Whereof, the said Larkin-Pluznick-Larkin, Inc. and Larkin-Pluznick-Larkin, LLC have caused this certificate to be signed by an authorized officer and Manager, respectively, as of the 6th day of May, 1999.


LARKIN-PLUZNICK-LARKIN, INC.



By: Harold S. Larkin

Its: President

LARKIN-PLUZNICK-LARKIN, LLC



By: Harold S. Larkin

Its: Manager