

12-17-1999



SHEET

Commissioner of Patents and Trade

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1. Name of conveying party(ies):
Avedon Manufacturing Corp.

M2D
12-3-99

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

2. Name and address of receiving party(ies):
Park Lane Associates, Inc.
100 Niantic Avenue
Providence, RI 02907

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Rhode Island
- Other _____

Additional name(s) attached? Yes No

3. Nature of conveyance:

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

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

Additional names/addresses attached? Yes No

Execution Date: 12/19/98

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

A. Trademark Application No.(s):

B. Trademark No.(s):
1,124,283

Additional numbers attached? Yes No

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

Donna M. Weinstein, Esq.
Fish & Richardson P.C.
225 Franklin Street
Boston, MA 02110-2804

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40
 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.

Donna M. Weinstein
Name of Person Signing

Donna M. Weinstein
Signature

11/30/99
Date

Total number of pages including cover sheet, attachments, and document: 3

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PARK LANE ASSOCIATES, INC.
(a Rhode Island corporation)

SHAREHOLDER ACTION BY WRITTEN CONSENT
WITHOUT MEETING

The undersigned, being the sole shareholder of Park Lane Associates, Inc., a Rhode Island corporation, hereby consents to the adoption of the following vote and agrees that such vote shall have the same force and effect as if adopted at a meeting of shareholders held for the purpose:

VOTED:

Plan of Merger

1. Park Lane Associates, Inc. ("Park Lane"), which is a business corporation organized under the laws of the State of Rhode Island and is the owner of all the outstanding shares of capital stock of Avedon Manufacturing Corp. ("Avedon"), which is a business corporation organized under the laws of the State of Rhode Island, hereby elects to liquidate Avedon by merging Avedon into Park Lane pursuant to Section 7-1.1-68.1 of the General Laws of the State of Rhode Island (the "Merger").

2. The separate existence of Avedon shall cease upon the effective date of the Merger (as hereinafter provided), and Park Lane shall be the surviving corporation. The Articles of Incorporation and Bylaws of Park Lane in effect on the effective date of the merger shall continue as the Articles of Incorporation and Bylaws of the surviving corporation and the officers of Park Lane shall be the officers of the surviving corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated.

3. All of the estate, property, rights, privileges, powers, and franchises of Avedon shall be vested in and held and enjoyed by Park Lane as fully and entirely and without change or diminution, as the same were held and enjoyed by Avedon, and Park Lane shall assume all of the obligations of Avedon.

4. Insofar as Park Lane is the sole owner of all the outstanding shares of capital stock of Avedon, the issued shares of Avedon which are outstanding at the effective date of the Merger shall not be converted in any manner, but each such share shall be surrendered and extinguished.

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5. The effective date of the Merger shall be December 26, 1986.

6. The officers of Park Lane are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or other matters incidental thereto.

7. The Merger may be abandoned by action of the shareholder(s) of Park Lane at any time prior to the filing of the Articles of Merger pursuant to Chapter 7-1.1 of the General Laws of the State of Rhode Island in the event that such shareholder(s) deem(s) it to be in the best interests of Park Lane to abandon the Merger.

8. The provisions of this Plan of Merger, providing for the liquidation by merger of Avadon, shall be deemed a plan of complete liquidation pursuant to and in accordance with Section 332 of the Internal Revenue Code of 1954, as amended.

9. Park Lane hereby acknowledges receipt of a copy of this Plan of Merger and authorizes its officers to file the Articles of Merger with the Secretary of State of Rhode Island as soon as practicable, hereby waiving the thirty-day waiting period specified in Section 7-1.1-68.1 of the General Laws of the State of Rhode Island.

Executed and made effective as of the 19th day of December, 1986.


Frederick N. Levinger, Shareholder

RECORDED: 12/03/1999

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