

Box Assignment
 Commissioner of Patents and Trademarks
 Washington, D.C. 20231

03-24-2000



101280159

RECORDATION FORM COVER SHEET -- TRADEMARKS
 (Form PTO-1594)

Sir:

Please record the attached original documents or copy thereof:

1. The name of the conveying party is OMNIGLOW CORPORATION, a California corporation.
2. The name and address of the party receiving the interest is OMNIGLOW CORPORATION, 96 Windsor Street, West Springfield, Massachusetts 01089, a Delaware corporation.
3. The nature of the attached document is Certificate of Ownership and Merger, which was executed on December 16, 1998.
4. In connection with:

A. The trademark/service mark application number:

<u>SERIAL #</u>	<u>FILING DATE</u>	<u>TRADEMARK</u>	<u>Atty. File</u>
75/123,185	6/21/96	BOVINE BEACON	2773 .106US0

B. The trademark/service mark registration numbers:

<u>REG. #</u>	<u>REG. DATE</u>	<u>TRADEMARK</u>	<u>Atty. File</u>
1,526,721	2/28/89	Design: Container Shape	2773 .049US0
1,814,578	12/28/93	Design: Light Stick Shape (Supplemental Register)	.002US0
1,765,331	4/13/93	FLEX-STICK	.066US0
1,749,494	1/26/93	FLEX-STICK + DESIGN	.067US0
1,514,181	11/22/88	GLOW STICK (Supp. Reg.)	.051US0
1,904,534	7/11/95	GLOW STICK (Prin. Reg.)	.051US1
1,784,817	7/27/93	IMPACT	.068US0
1,515,372	12/6/88	LIGHT LINES + DESIGN	.064US0
1,516,533	12/13/88	LightShape	.052US0
1,801,340	10/26/93	LIGHTWRAP	.010US0
1,359,958	9/17/85	LITE-ROPE	2773 .053US0
1,090,591	5/9/78	LITE-UP	.054US0
1,302,795	10/3/84	LITE-UP	.054US1
1,383,513	2/18/86	LITE-UP	.054US2
1,341,079	6/11/85	LUNKER LIGHTS	.055US0

(more on next page)

(cont'd)

<u>REG. #</u>	<u>REG. DATE</u>	<u>TRADEMARK</u>	<u>Atty. File</u>
1,532,958	4/4/89	MAGIC IN THE NIGHT + DESIGN	.057US0
1,212,871	10/19/82	PML	.058US0
1,991,902	8/6/96	S.E.E.	.102US0
1,826,885	3/15/94	SNAPLIGHT	.098US0
925,341	12/14/71	CYALUME	.072XX0
1,141,455	11/18/80	CYALUME	.072XX0
1,133,583	4/22/80	CYALUME + DESIGN	.072XX0

5. The name and address to whom all correspondence concerning this matter should be mailed is:

J. Suzanne Siebert
 MAJESTIC, PARSONS, SIEBERT & HSUE PC
 4 Embarcadero Center, Suite 1100
 San Francisco, California 94111-4106
 Telephone: (415) 248-5500
 Telefacsimile: (415) 362-5418

6. A total of 23 applications and registrations are involved in this request.
7. The fee of \$590.00 is enclosed to cover the costs of recordal.
8. The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 13-1030.
9. 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.

Respectfully submitted,

MAJESTIC, PARSONS, SIEBERT & HSUE PC

Dated: March 17, 1999.

Atty. Docket: 2773.000XX0


 J. Suzanne Siebert

The total number of pages (including cover sheet, attachments, and document) is six (6).

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 12/18/1998
 981490700 - 2734146

CERTIFICATE OF OWNERSHIP AND MERGER

of

Omniglow Corporation

(a California corporation)

into

Omniglow Corporation

(a Delaware corporation)

It is hereby certified that:

1. Omniglow Corporation (hereinafter called "OG California") is a corporation of the State of California, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. OG California, as the owner of all the outstanding shares of each class of the stock of Omniglow Corporation, a corporation of the State of Delaware (hereinafter called "OG Delaware"), hereby merges itself into OG Delaware.

3. The following is a copy of the resolutions adopted on the 16th day of December, 1998, by the Board of Directors of OG California (the "Corporation" for purposes of the resolutions contained in this section 3) to merge the Corporation into OG Delaware:

RESOLVED, that the Corporation be reincorporated in the State of Delaware by merging itself into OG Delaware pursuant to the laws of the State of California and the State of Delaware as hereinafter provided, so that the separate existence of the Corporation shall cease as soon as the merger shall become effective, and thereupon the Corporation and OG Delaware will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware;

RESOLVED, that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of the Corporation shall become vested in and be held by OG Delaware as fully and entirely and without change or diminution as the same were before held

4841/58833-001 NYLMB2/588067 v3

and enjoyed by the Corporation, and OG Delaware shall assume all of the obligations of the Corporation.

(b) Each share of common stock, without par value, of the Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of Class A common stock, \$.01 par value, of OG Delaware, and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of the Corporation shall automatically be and become holders of shares of OG Delaware upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of the Corporation may surrender the same to OG Delaware at its office in Novato, California and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of OG Delaware. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of the Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of OG Delaware.

(d) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of OG Delaware shall be the Certificate of Incorporation and the By-Laws of OG Delaware as in effect immediately prior to such effective time and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

(e) The members of the Board of Directors and officers of OG Delaware shall be the members of the Board of Directors and the corresponding officers of OG Delaware immediately before the effective time of the merger.

(f) From and after the effective time of the merger, the assets and liabilities of the Corporation and of OG Delaware shall be entered on the books of OG Delaware at the amounts at which they shall be carried at such time on the respective books of the Corporation and of OG Delaware, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of OG Delaware, in accordance with generally accepted accounting principles, the capital and surplus of OG Delaware shall be equal to the capital and surplus of the Corporation and of OG Delaware.

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be January 1, 1999, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time;

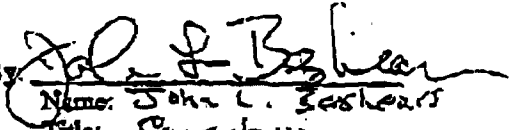
RESOLVED, that in the event that the proposed merger shall not be terminated, the proper officers of the Corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into OG Delaware and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of California and Delaware and in any other appropriate jurisdiction, necessary or proper to effect this merger.

4. The proposed merger herein certified has been adopted, approved, certified, executed, and acknowledged by OG California in accordance with the laws under which it is organized, including the approval by a majority of the outstanding shares.

The effective time of the Certificate of Ownership and Merger, and the time when the merger herein certified shall become effective, shall be January 1, 1999.

Signed on December 16, 1998

OMNIGLOW CORPORATION,
a California corporation

By: 
Name: John L. Seehers
Title: Secretary

4841/15633-00(11/1/92/100087) v3

4