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03-09-2000

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FORM P
1-11-92

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RECORDATION FORM
TRADEMARK



DEPARTMENT OF COMMERCE
BUREAU OF PATENTS AND TRADEMARKS

U.S. Patent & TMO/TM Mail Rpt Dt. #40

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

1. Name of conveying party(ies):

DYNA CORPORATION

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: DECEMBER 31, 1999

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

Name: GALL'S Inc.

Internal Address:

Street Address: 2680 PALUMBO DRIVE

City: Lexington State: KY ZIP: 40509

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DELAWARE
- 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 number(s):

A. Trademark Application No.(s)

(see attached)

B. Trademark registration No.(s)

(see attached)

Additional numbers attached? Yes No

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

Name: LAURA E. SMITH

Internal Address: KALOW SPRINGUT &

BRESSLER, LLP

Street Address: 488 MADISON AVENUE

City: NEW YORK State: NY ZIP: 10022

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$ 215.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

11-0171

(Attach duplicate copy of this page if paying by deposit account)

03/09/2000 BCDATES 00000061 1896787

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

(40.00 DP
175.00 DP)

9. Statement and signature. 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.

LAURAE SMITH

Name of Person Signing

Laura E. Smith

Signature

2/7/2000

Date

TRADEMARK

REEL: 002034 FRAME: 0740

Applications

Registrations

75-514759

1,898,787

75-466147

1,215,448

75-466146

1,215,401

1,208,092

1,009,343

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"DYNA CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "GALL'S INC." UNDER THE NAME OF "GALL'S INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1999, AT 4:30 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

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AUTHENTICATION:

0178460

DATE:

01-04-00

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
DYNA CORPORATION
INTO
GALL'S INC.**

Gall's Inc., a corporation organized and existing under the laws of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on August 22, 1995, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of DYNA Corporation, a corporation incorporated on July 11, 1988, pursuant to the California Corporation Code.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the December 14, 1999, determined to and did merge into itself said DYNA Corporation.

RESOLVED, that Gall's Inc. merge, and it hereby does merge into itself DYNA Corporation and assumes all its obligations; and it is further

RESOLVED, that the merger shall be effective as of December 31, 1999; and it is further

RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said DYNA Corporation and assume its liabilities and obligations as of December 31, 1999, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

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FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors Gail's, Inc. at any time prior to the date of filing the merger with the Secretary of State

IN WITNESS WHEREOF, said Gail's Inc. has caused this Certificate to be signed by Michael O'Hara, its Vice President, this 21st day of December, 1999.

GALL'S INC.



Michael O'Hara, Vice President

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TOTAL P. 23
TOTAL P. 25

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