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04-28-2000



Docket No.:

1585/249,251,252,253,277,278

03-31-2000

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #61

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Tab settings

To the F.

attached original documents or copy thereof.

1. Name of conveying party(ies):

L&H Merger LLC

MIRD  
3.31.00

- Individual(s)
- General Partnership
- Corporation-State
- Other **Limited Liability Company**

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

3. Nature of conveyance:

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

Execution Date: **December 20, 1999**

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

Name: **L&H Applications USA, Inc.**

Internal Address:

Street Address: **52 Third Avenue**

City: **Burlington** State: **MA** ZIP: **01803**

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  No  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75/434,603  
75/172,274  
75/434,604

B. Trademark Registration No.(s)

1,811,489  
2,039,486  
2,259,339

Additional numbers  Yes  No

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

Name: **Jennifer R. Adler**

Internal Address: **Bromberg & Sunstein LLP**

Street Address: **125 Summer Street**

City: **Boston** State: **MA** ZIP: **02110**

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

7. Total fee (37 CFR 3.41):.....\$ **\$165.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

**19-4972**

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

**Jennifer R. Adler**  
Name of Person Signing

**March 29, 2000**  
Date

Total number of pages including cover sheet, attachments, and

**5**

TRADEMARK

Office of the Secretary of State

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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 MERGER, WHICH MERGES:

"L&H MERGER LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "L&H APPLICATIONS USA, INC." UNDER THE NAME OF "L&H APPLICATIONS USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 4:35 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0155347

12-21-99

CERTIFICATE OF MERGER  
OF  
L&H MERGER LLC  
INTO  
L&H APPLICATIONS USA, INC.

Pursuant to Sec. 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving corporation submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of the limited liability company and other business entity which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
L&H Merger LLC	Delaware
L&H Applications USA, Inc.	Delaware

2. An agreement of merger has been approved and executed by the domestic limited liability company and the corporation which are to merge.

3. The name of the surviving corporation is: L&H Applications USA, Inc.

4. The merger shall become effective on December 31, 1999.

5. The agreement of merger is on file at a place of business of the surviving corporation which is located at 52 Third Avenue, Burlington, MA 01803-4414.

6. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 20th day of December 1999, and is being filed in accordance with Sec. 264 of the Act by an authorized person of the surviving corporation in the merger.

L&H APPLICATIONS USA, INC.

By: /s/ Gaston Bastiaens  
Gaston Bastiaens, President

## AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 20th day of December, 1999, pursuant to the General Corporation Law of Delaware, by and between L&H Merger LLC ("Merger LLC"), a Delaware limited liability company ("LLC") and L&H Applications USA, Inc. ("Applications") (the "Constituent Entities");

WITNESSETH that:

WHEREAS, each of the Constituent Entities desire to merge into a corporation as hereinafter specified; and

WHEREAS, the Board of Directors, shareholders and members, as applicable, of the Constituent Entities have approved the merger

NOW, THEREFORE, the Constituent Entities to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained to hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: LLC shall be and hereby is merged with and into Applications, which shall be the surviving entity.

SECOND: The Certificate of Incorporation of Applications, which is the surviving entity, as in effect on the date of the merger, shall continue in full force and effect as the Certificate of Incorporation of the entity surviving this merger.

THIRD: The aggregate outstanding ownership interest of LLC shall be contributed to the capital of Applications.


FOURTH: This merger shall become effective on December 31, 1999.

FIFTH: Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of LLC shall be transferred to, vested in and devolve upon Applications without further act or deed.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, shareholders or members, have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each Constituent Entity, on this 20<sup>th</sup> day of December, 1999.

**L&H MERGER LLC**

By: L&H Holdings USA, Inc., its sole member

By:   
\_\_\_\_\_  
Gaston Bastiaens, President

**L&H APPLICATIONS USA, INC.**

By:   
\_\_\_\_\_  
Gaston Bastiaens, President