

MRS 5.10.00

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

05-30-2000

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

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OPR/FINANCE

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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  
Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached  
Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

05/26/2000 JSHABAZZ 00000118 75724657

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002080 FRAME: 0189

Rep'n. Ref: 05/26/2000 JSHABAZZ 0010044808  
Date: 04/11/21  
FC: 704  
\$15.00 CR

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

|                                         |                      |                      |                      |                      |                      |                      |
|-----------------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| <input type="text" value="75-724,657"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
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**Number of Properties** Enter the total number of properties involved.

#

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

Deposit Account  
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

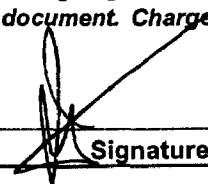
Authorization to charge additional fees:

Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Jeffrey S. Steen  
Name of Person Signing

  
Signature

May 5, 2000  
Date Signed

## Office of the Secretary of State

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:

"PLANET GROUP, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "PLANET GROUP, INC." UNDER THE NAME OF "PLANET GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999, AT 2:30 O'CLOCK P.M.

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



3109568 8100M

991566331

Handwritten signature of Edward J. Freel in cursive.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0191809

01-11-00

TRADEMARK  
REEL: 002080 FRAME: 0191

CERTIFICATE OF MERGER OF

PLANET GROUP, INC.

AND

PLANET GROUP, LLC

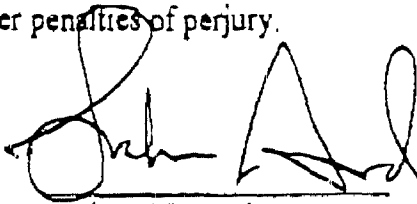
INTO

PLANET GROUP, INC.

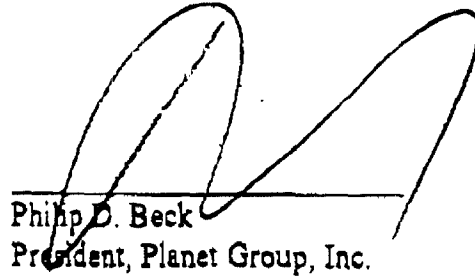
UNDER SECTION 264 OF THE GENERAL CORPORATION LAW

- FIRST: PLANET GROUP, INC., a corporation incorporated under the Delaware General Corporation Law on October 12, 1999 and PLANET GROUP, LLC, a limited liability company formed under the Delaware Limited Liability Company Law on June 3, 1999, are the two business entities that are to merge.
- SECOND: An agreement of merger dated as of December 23, 1999 ("Merger Agreement") has been executed, acknowledged and certified, and approved and adopted by PLANET GROUP, INC. and PLANET GROUP, LLC, by resolutions of their respective members, directors and managers
- THIRD: The name of the surviving domestic corporation is: PLANET GROUP, INC.
- FOURTH: The certificate of incorporation of PLANET GROUP, INC. shall be the certificate of incorporation of the surviving domestic corporation.
- FIFTH: The Merger Agreement is on file at a place of business of PLANET GROUP, INC., having an address at 950 Third Avenue, 18<sup>th</sup> Floor, New York, New York 10022.
- FIFTH: A copy of the Merger Agreement will be furnished by PLANET GROUP, INC. on request and without cost to any of its shareholders or to any person holding an interest in any other business entity that is to merge pursuant to the Merger Agreement.
- SIXTH: This effective date of this Certificate of Merger shall be December 31, 1999, subject to the earlier filing thereof, with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this certificate has been subscribed this 27th day of December, 1999, by the undersigned who affirm that the statements made herein are true under penalties of perjury.



Graham N. Arad  
Manager, Planet Group, LLC



Philip D. Beck  
President, Planet Group, Inc.