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PATENTS
TRADEMARKS
COPYRIGHTS
UNFAIR COMPETITION
LICENSING
COMPUTER AND HIGH
TECHNOLOGY MATTERS
RELATED LITIGATION

May 24, 2000



H. HUME MATHEWS (1911-1989)

06-27-2000

05-30-2000



U.S. Patent & TMO/c/TM Mail Rcpt Dt. #57

Honorable Commissioner For
Trademarks
2900 Crystal Drive
Arlington, Virginia 2202-3513

101390625

Attention: Trademark Assignment Branch

RE: Recordal of Merger of Water-Jel Technologies, Inc.
With and into X-Ceed, Inc. Regarding U.S. Registrations
"TWO FIGURES & FLAME DESIGN", Reg. No. 1,186,537
and **"WATER-JEL & DESIGN", Reg. No. 1,186,536**
Our File No.: 1448-147

Dear Sir or Madam:

Enclosed please find a true copy of the Certificate of Merger of Water-Jel Technologies, Inc. with and into X-Ceed, Inc. Please record and index this document against U.S Trademark Registration Nos. 1,186,537 and 1,186,536, ensuring that these registrations now show ownership by X-Ceed, Inc. If you have any questions, please telephone the undersigned directly.

1. The Name of the Party conveying an interest:

Water-Jel Technologies, Inc.
243 Veterans Boulevard
Carlstadt, New Jersey 07072

Entity:

- Individual Association
- General Partnership Limited Partnership
- Corporation - a New York corporation
- Other _____

06/26/2000 JJALLAH2 00000013 1186537
01 FC:481 40.00 DP
02 FC:482 25.00 DP

2. Name and Address of Party Receiving an Interest:

X-Ceed, Inc.
488 Madison Avenue
New York, New York 10022

Entity:

- | | | | |
|-------------------------------------|--------------------------------------|--------------------------|---------------------|
| <input type="checkbox"/> | Individual | <input type="checkbox"/> | Association |
| <input type="checkbox"/> | General Partnership | <input type="checkbox"/> | Limited Partnership |
| <input checked="" type="checkbox"/> | Corporation - a Delaware corporation | | |
| <input type="checkbox"/> | Other _____ | | |

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
 No

3. Interest Conveyed:

- | | | | |
|--------------------------|--------------------|-------------------------------------|-------------------|
| <input type="checkbox"/> | Assignment | <input type="checkbox"/> | Change of Name |
| <input type="checkbox"/> | Security Agreement | <input checked="" type="checkbox"/> | Merger |
| | | <input type="checkbox"/> | Change of Address |

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

Additional sheet attached: Yes No

A. APPLICATION SERIAL NO.

B. TRADEMARK REGISTRATION NOS.

1,186,536
1,186,537

5. Name and Address of party of whom correspondence concerning document should be mailed.

Brooks R. Bruneau, Esq.
MATHEWS, COLLINS, SHEPHERD & GOULD
100 Thanet Circle, Suite 306
Princeton, NJ 08540-3674
Tel. No. (609) 924-8555

6. Number of applications and registrations involved:

Two(2) registrations

7. Amount of fee enclosed or authorized to be charged:

Sixty-Five Dollars (\$65.00)

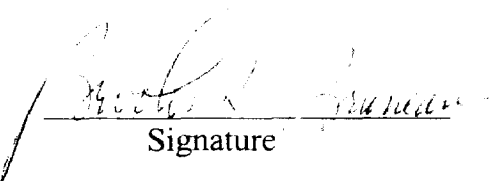
8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

Your prompt attention to expediting the recordation of this name change request is greatly appreciated. Please ensure that these registrations now stand in the name of X-CEED, INC. If you have any questions, please do not hesitate to telephone me directly at (609) 924-8555.

9. Date of execution of attached document: February 20, 1998

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:

5/24/00
Date


Signature

Brooks R. Bruneau

BRB:fem

Encls.

1. True Copy of Change of Name Document
2. Check for \$65.00
3. Postcard

State of Delaware
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:

"WATER-JEL TECHNOLOGIES, INC.", A NEW YORK CORPORATION, WITH AND INTO "X-CEED, INC." UNDER THE NAME OF "X-CEED, 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 FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2834804 8100M

981211767

AUTHENTICATION: 9115317

DATE: 06-02-98

TRADEMARK
REEL: 002092 FRAME: 0567

CERTIFICATE OF MERGER
of
WATER-JEL TECHNOLOGIES, INC.
Into
X-CEED, INC.

Pursuant to Section 252(c) of the
State of Delaware General Corporation Law

The undersigned, being the Surviving corporation, hereby sets forth as follows:

FIRST: The name of the Surviving corporation is X-Ceed, Inc.; its state of incorporation is Delaware.

SECOND: The name of the Non-Surviving corporation is Water-Jel Technologies, Inc.; its state of incorporation is New York.

THIRD: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252(c) of the State of Delaware General Corporation Law.

FOURTH: The Certificate of Incorporation of X-Ceed, Inc. shall be the Certificate of Incorporation of the Surviving corporation.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving corporation; the address of said principal place of business is as follows:

488 Madison Avenue
New York, New York 10022

SIXTH: A copy of the Agreement of Merger will be furnished by the Surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of the Non-Surviving corporation which is incorporated under the laws of the State of New York is 12,500,000 shares of Common Stock, \$.08 par value per share, and 125,000 shares of Preferred Stock, \$.08 par value per share.

IN WITNESS WHEREOF, this Certificate is hereby executed this 20th day of
February, 1998.

X-CEED, INC.
Surviving Corporation

By: /s/ Werner Haase
Werner Haase, President