

07-06-2000

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy thereof:

<p>1. Name of conveying party: Vikimatic Sales, Inc. 600 Plum Creek Drive Wadsworth, OH 44281</p> <p><input checked="" type="checkbox"/> Corporation of Ohio</p>	<p>2. Name and address of receiving party: TVC Communications, Inc. 325 Laudermilch Road Hershey, Pennsylvania 17033</p> <p><input checked="" type="checkbox"/> Corporation of Delaware</p>
<p>3. Nature of conveyance: Merger Agreement</p> <p>Execution Date: <u>Feb. 29, 2000</u></p>	<p>4. Trademark Application Nos.: <u>75/837,125;</u> <u>75/831,169</u></p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>James D. Kole, Esq. Nixon Peabody LLP Clinton Square Post Office Box 1051 Rochester, New York 14603</p>	<p>6. Total number of Applications involved: 2</p>
<p>7. Total fee (37 CFR 3.41) \$65.00</p> <p>[\$65.00] Check is enclosed.</p>	<p>8. Deposit Account Number: 14-1138</p> <p><input checked="" type="checkbox"/> Charge any additional fees to account.</p>
<p>DO NOT USE THIS SPACE</p>	

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true and correct copy of the original document(s).

Kristen E. Mollnow
Kristen E. Mollnow

June 9, 2000
Date

[Total number of pages including cover sheet and merger document: 13]

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02 FC:482

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AGREEMENT OF MERGER

This Agreement of Merger is entered into as of Feb. 29, 2000 between and among Vikimatic Sales, Inc. an Ohio corporation ("Vikimatic") and TVC Communications, Inc., a Delaware corporation ("Surviving Corporation"). In consideration of the mutual covenants herein, and intending to be legally bound hereby, the parties agree as follows:

1. On the Effective Date and at the Effective Time, Vikimatic shall be merged with and into the Surviving Corporation, which shall continue as the Surviving Corporation under the laws of the State of Delaware. The terms and conditions of the merger, and the mode of carrying the same into effect, are set forth in this Agreement of Merger. As utilized throughout this Agreement of Merger, the term "Effective Date" shall mean the filing date and the term "Effective Time" shall mean 12:01 a.m., local time.

2. The corporate existence, registered office in Delaware, Articles of Incorporation and Bylaws of the Surviving Corporation shall be unaffected by the merger. The street address of Registered Office of the Surviving Corporation is:

c/o The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

3. The directors and officers of the Surviving Corporation shall, upon the Effective Date, continue to serve as directors and officers of the Surviving Corporation until successors are elected and shall qualify.

4. The number of authorized shares of capital stock of the Surviving Corporation shall be unaffected by the merger.

5. On the Effective Date and at the Effective Time, no additional shares of stock will be issued and no change in the Surviving Corporation's stock ownership will occur.

6. On the Effective Date, all certificates for shares of capital stock of Vikimatic will be cancelled.

7. On the Effective Date and at the Effective Time, (a) the separate existence of Vikimatic shall cease; (b) the Surviving Corporation shall possess all the rights, privileges, powers and franchises of Vikimatic; (c) all the property, real, personal and mixed, and franchises of Vikimatic and all debts due on whatever account to them, shall be taken and deemed to be transferred to and vested in the Surviving Corporation by operation of law and without further acts or deeds; (d) all such rights, privileges, powers and franchises, and all and every other interest of Vikimatic shall be thereafter the property of the Surviving Corporation; (e) the title to and interest in any real estate vested by deed, lease or otherwise in Vikimatic shall not revert or be impaired; (e) the Surviving Corporation shall possess all patents, trademarks, licenses or applications for any of the foregoing and all other intellectual property rights of Vikimatic ("IP Rights"); and (g) the officers of Vikimatic shall execute and deliver all such instruments and take all such actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights, privileges, franchises, IP Rights and otherwise to carry out the purposes of this Agreement of Merger.

8. Any number of counterparts of this Agreement of Merger may be executed, each of which shall be deemed to be an original, but all of which taken together shall constitute but one instrument.

9. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without regard to otherwise applicable conflicts of laws rules.

IN WITNESS WHEREOF, intending to be legally bound hereby, the parties have caused this Agreement of Merger to be executed the day and date first above written and signed.

VIKIMATIC SALES, INC.

ATTEST:

Barbara S. Persun
Barbara S. Persun, Assistant Secretary

William R. Hicks
William R. Hicks, Vice President

TVC COMMUNICATIONS, INC.

ATTEST:

Barbara S. Persun
Barbara S. Persun, Assistant Secretary

William R. Hicks
William R. Hicks, Vice President

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 MERGER, WHICH MERGES:

"VIKIMATIC SALES, INC.", A OHIO CORPORATION,
WITH AND INTO "TVC COMMUNICATIONS, INC." UNDER THE NAME OF "TVC COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF MARCH, A.D. 2000, AT 11 O'CLOCK A.M.

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



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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

03-06-00

DATE:

TRADEMARK
REEL: 002096 FRAME: 0710

CERTIFICATE OF MERGER

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That Vikimatic Sales, Inc., an Ohio corporation and TVC Communications, Inc., a Delaware corporation shall be the "Constituent Corporations" of the merger.

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That TVC Communications, Inc., a Delaware corporation shall be the "Surviving Corporation" of the merger.

FOURTH: That the Certificate of Incorporation of the Surviving Corporation shall remain the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the executed Agreement of Merger is on file at the office of the Surviving Corporation, the address of which is 325 Laudermilch Road, Hershey, Pennsylvania 17033.

SIXTH: That 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 each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Par value per share or statement that shares are without par value
Vikimatic	Common	850	\$.01

EIGHTH: That this Certificate of Merger shall be effective upon filing.

Dated: Feb. 29, 2000

TVC COMMUNICATIONS, INC.

By: 
William R. Hicks, Vice President



Prescribed by J. KENNETH BLACKWELL

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:

Central Ohio: (614)466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form [X] Yes

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

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I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

TVC Communications, Inc.

J. KENNETH BLACKWELL SECRETARY OF STATE

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

N/A

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) for-profit corporation, charter number
Domestic (Ohio) non-profit corporation, charter number
[X] Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of Delaware and licensed to transact business in the State of Ohio under license number 1133395
Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of and NOT licensed to transact business in the state of Ohio,
Domestic (Ohio) limited liability company, with registration number
Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and registered to do business in the State of Ohio under registration number
Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and NOT registered to do business in the State of Ohio.
Domestic (Ohio) limited partnership, with registration number
Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of and registered to do business in the state of Ohio under registration number
Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of and NOT registered to do business in the state of Ohio.
Domestic (Ohio) partnership having limited liability, with the registration number

FILE COPY

Version: 7/15/99

Secretary of State

Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____

Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Table with 3 columns: Name, State/Country of Organization, Type of Entity. Row 1: Vindicator Sales, Inc., Ohio, Corporation.

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

William R. Hicks, VP Finance and CFO, 325 Laudermdlch Road, Hershey, PA 17033

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: filing date (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

_____, Ohio _____

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

J. Kenneth Blackweu

Secretary of State

Signature of Agent _____

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A." (Please note, if there will be no change please state "no change")

NO CHANGE.

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) _____ (street and number)
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1701.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is _____

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

(street address)
_____, _____, _____, _____
(city, township, or village) (county) (state) (zip code)

(d.) The principal office location (in the state of Ohio shall be:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:

(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

_____ (b.) The name under which the limited liability company desires to transact business in Ohio is

_____ (c.) The limited liability company was organized or registered on _____ under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

_____ (street address)

_____ (city, township, or village) _____ (state) _____ (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a.) The name of the limited partnership is

_____ (b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(d.) The limited partnership's principal office address is:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses.)

J. Kenneth DiCavata
Secretary of State

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

_____ (street name and number)
_____, Ohio _____ (zip code)
_____ (city, village or township)

(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

_____ (street address)

_____ (city, township, or village) _____ (state) _____ (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

_____ (name) _____ (street and number)
_____, Ohio _____ (zip code)
_____ (city, village or township)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

TC Communications, Inc.
(Exact name of entity)
By: [Signature]
Its: Vice President
Date: 2/29/00

Vidmaric Sales, Inc.
(Exact name of entity)
By: [Signature]
Its: Vice President
Date: 2/29/00

Secretary of State

(Exact name of entity)

By: _____
Its: _____
Date: _____

(Exact name of entity)

By: _____
Its: _____
Date: _____

(Exact name of entity)

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