



08-16-2000



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7-26-00

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
08 03 89
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name ROBERT BURTON ASSOCIATES, LTD.

08 03 89

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name ROBERT BURTON ASSOCIATES, LTD.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2 HENDERSON DRIVE

Address (line 2) _____

Address (line 3) WEST CALDWELL
City

NEW JERSEY
State/Country

07006
Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization DELAWARE

08/16/2000 NTHA11 00000002 1191799

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
150.00 DP

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

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)

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.

BREWSTER TAYLOR



JULY 26, 2000

Name of Person Signing

Signature

Date Signed

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 CERTIFICATE OF MERGER, WHICH MERGES:

"ROBERT BURTON ASSOCIATES, LTD", A NEW YORK CORPORATION, WITH AND INTO "ROBERT BURTON ASSOCIATES, LTD." UNDER THE NAME OF "ROBERT BURTON ASSOCIATES, LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF AUGUST, A.D. 1989, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



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

Edward J. Freel, Secretary of State

2200125 8330

981388330

AUTHENTICATION: 9342919

DATE: 10-07-98

TRADEMARK
REEL: 002119 FRAME: 0966

JOINT WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING
OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF
ROBERT BURTON ASSOCIATES, LTD.

The undersigned, being all of the directors and shareholders of ROBERT BURTON ASSOCIATES, LTD., a New York corporation (the "Corporation"), hereby consent, pursuant to Sections 708(b) and 615 of the Business Corporation Law of the State of New York to the adoption of the following resolutions taking or authorizing the actions specified therein:

Plan and Agreement of Merger Approved

RESOLVED, that the Plan and Agreement of Merger providing for the merger between the Corporation and Robert Burton Associates, Ltd., a Delaware corporation, in the form attached hereto as Exhibit A, is hereby approved and adopted, and the proper officers of the Corporation are hereby authorized, empowered and directed to execute said Plan and Agreement of Merger and to take all steps necessary and appropriate in order to effectuate the intent and purposes of this resolution.

Certificate of Merger Approved

RESOLVED, that the Certificate of Merger, providing for the merger between the Corporation and Robert Burton Associates, Ltd., a Delaware corporation, in the State of New York, in the form attached hereto as Exhibit B, is hereby approved, and the proper officers of the Corporation are hereby authorized, empowered, and

directed (a) to execute and deliver said Certificate to the Secretary of State of the State of New York for filing and (b) to take all steps necessary and appropriate in order to effectuate the intent and purposes of this resolution.


Certificate of Merger Approved

RESOLVED, that the Certificate of Merger, providing for the merger between the Corporation and Robert Burton Associates, Ltd., a Delaware corporation, in the State of Delaware, in the form attached hereto as Exhibit C, is hereby approved, and the proper officers of the Corporation are hereby authorized, empowered, and directed (a) to execute and deliver said Certificate to the Secretary of State of the State of Delaware for filing and (b) to take all steps necessary and appropriate in order to effectuate the intent and purposes of this resolution.


This Joint Written Consent may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

Dated: July __, 1989


DIRECTORS:



Fernand Painblanc



Michael Painblanc



Brian Minshull

SHAREHOLDERS:

CHILHAM LTD.

By: _____

FORINEX S.A.

By: _____