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09-12-2000



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August 4, 2000

H. HUME MATHEWS (1911-1999)



**Via First Class Mail**

Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

08-07-2000

U.S. Patent & TMO/ TM Mail Rcpt Dt. #22

Attention: Trademark Assignment Branch

RE: Assignment of U.S. Trademark Registration  
and Application Nos. 1,965,986; 1,942,953 and  
1,914,105 and 74/618,022  
Our File No.: 1329-126

Dear Sir or Madam:

Enclosed please find a true copy of the Certificate of Merger of Aristar, Inc., U.S.A. and Charmant Inc., USA. Please record and index this document against U.S. Trademark Registration Numbers 1,965,986; 1,942,953 and 1,914,105 and U.S. Application Serial Number 74/618.022.

1. The Name of the Party conveying an interest:

CHARMANT INC., USA  
400 American Road  
Morris Plains, New Jersey 07950

Entity:

- Individual  Association
- General Partnership  Limited Partnership
- Corporation - a corporation of the State of New Jersey
- Other \_\_\_\_\_

09/12/2000 AAHME01 00000036 1965986

01 FC:481 40.00 DP  
02 FC:482 75.00 DP



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

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

6. Number of **applications** and **registrations** involved:

One(1) application  
Three(3) registrations

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

\$ 115.00

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

13-2165

Your prompt attention to expediting the recordation of this assignment request is greatly appreciated.

If you have any questions, please do not hesitate to telephone me directly at (609) 924-8555.

9. Date of execution of attached document: December 31, 1997

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:

7/1/00  
Date

  
Signature

Brooks R. Bruneau  
Name of Person Signing

Very truly yours,

MATHEWS, COLLINS, SHEPHERD & GOULD

By:   
Brooks R. Bruneau

BRB:fem

- Encls.      1.      True Copy of Certificate of Merger  
              2.      Check in the amount of \$115.00  
              3.      This Official Letter of Transmittal  
              4.      Acknowledgement Postcard


cc:      Aristar Inc., U.S.A.

STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
FILING CERTIFICATION (CERTIFIED COPY)

CHARMANT GROUP INC., USA

*I, the Secretary of State of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the certificate of merger and amendment as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.*

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
19th day of March, 1998



LONNA R HOOKS  
Secretary of State



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FILED

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LONNA R. HOOK  
Secretary of State

**CERTIFICATE OF MERGER OF ARISTAR INC., U.S.A.  
AND CHARMANT INC., USA INTO ARISTAR INC., U.S.A.**

- I. The name of the surviving corporation is Aristar Inc., U.S.A., and subsequent to the merger, its name shall be changed to Charmant Group Inc., USA; the name of the merging corporations are Aristar Inc., U.S.A. and Charmant Inc., USA.
- II. The Plan of Merger is:

**PLAN OF MERGER OF ARISTAR INC., U.S.A. AND  
CHARMANT INC., USA INTO ARISTAR INC., U.S.A.**

**ARTICLE I**

Names of Constituent Corporations

1. The name of each Constituent Corporation is CHARMANT INC., USA and ARISTAR INC., U.S.A.

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2. The name of the Surviving Corporation is ARISTAR INC., U.S.A. and subsequent to the merger its name shall be changed to CHARMANT GROUP INC., USA.

**ARTICLE II**

Shares of Constituent Corporations

1. As to each Constituent Corporation, the designation and number of outstanding shares of each class and series and the voting rights are:

(a) CHARMANT INC., USA has outstanding 149 shares of voting common stock, all owned by Charmant, Inc.

(b) ARISTAR INC., U.S.A. has outstanding 41 shares of voting common stock, all owned by CHARMANT INC., USA.

(c) The number of shares mentioned above is not subject to change prior to the effective date of the merger.

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### ARTICLE III

#### Terms and Conditions of Proposed Merger

1. The terms and the conditions of the proposed merger are as follows:
  - (a) The By-laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.
  - (b) The first annual meeting of the shareholders of the Surviving Corporation held after the effective date of the merger shall be the next annual meeting provided by the By-laws of ARISTAR INC., U.S.A., one of the Constituent Corporations.
  - (c) The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the date when the merger shall become effective and may be called or may be convened in the manner provided in the By-Laws of ARISTAR INC., U.S.A., one of the Constituent Corporations, for the purpose of calling a special meeting of the Board of Directors of the Surviving Corporations and may be held at the time and place specified in the notice of the meeting.
  - (d) All persons who shall be officers of ARISTAR INC., U.S.A., one of the Constituent Corporations, on the effective date of the merger shall be and remain in the same respective offices of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall elect or appoint their successors.
  - (e) When the merger shall become effective, the separate existence of CHARMANT INC., USA shall cease and said corporation shall be merged in accordance with the provisions of this plan into ARISTAR INC., U.S.A. which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations, and all of the property, real and personal including subscriptions for shares, causes of action and every other asset of each of the Constituent Corporations, including, without limitation, the name, trademarks, trade names of each Constituent Corporation, shall vest in the Surviving Corporation without further act or deed, except that if the Surviving Corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes

of this merger, the directors and officers of either Constituent Corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger, the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligations due or to become due, claim or demand for any cause existing against either Constituent Corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil and criminal, then pending by or against either Constituent Corporations, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either Constituent Corporation.

#### ARTICLE IV

##### Manner and Basis of Converting Shares of Constituent Corporations Into Shares of the Surviving Corporation

1. The manner and basis of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

(a) All of the outstanding common shares of ARISTAR INC., U.S.A. outstanding on the effective date of the merger of which CHARMANT INC., USA is then the holder of record and all rights in respect thereto, shall be transferred to Charmant, Inc.

(b) All of the outstanding common shares of CHARMANT INC., USA outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon such effective date, be converted into, and become exchanged for 28 common shares of the Surviving Corporation, and each holder of the common shares of CHARMANT INC., USA shall thereafter be entitled, upon presentation for surrender to ARISTAR INC., U.S.A. or its agent, of the certificate or certificates representing the shares, to receive in exchange therefor a certificate or certificates representing the shares of fully-paid and non-assessable common shares of the Surviving Corporation to which such holder shall be entitled on the aforesaid basis of conversion in exchange. Until so surrendered, each such certificate representing outstanding common shares of CHARMANT INC., USA shall represent the ownership of a like number of common shares of the Surviving Corporation for all corporate and legal purposes.

(c) Any shares of any class of CHARMANT INC., USA held in its



treasury on the effective date of the merger will be canceled.

**ARTICLE V**  
**Miscellaneous Provisions**

1. This plan shall be submitted to the respective Board of Directors and shareholders of the Constituent Corporations as provided for by law for the adoption thereof by the requisite votes of the directors and shareholders of each of the Constituent Corporations as provided by law, all in accordance with the New Jersey Business Corporation Act.

2. If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of the majority of the Board of Directors of either Constituent Corporation, renders it inadvisable to consummate the merger, this Plan of Merger shall not become effective even though the provisions previously adopted by the shareholders of the Constituent Corporations as herein before provided. The filing of the Certificate of Merger shall conclusively establish that no action to terminate this plan has been taken by the Board of Directors of either Constituent Corporation.

3. For convenience of the parties and to facilitate the approval of this plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

4. It is intended that this Plan of Merger qualify as a corporation reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

5. The effective date of this plan shall be December 31, 1997.

**ARTICLE VI**

**Certificate of Incorporation of Surviving Corporation**

1. The certificate of incorporation of the Surviving Corporation shall contain the following amendment:

Article FIRST of the Certificate of Incorporation of ARISTAR INC., U.S.A. shall be amended to read as follows:


FIRST: The name of the corporation is CHARMANT GROUP INC., USA

III. The above Plan has been duly approved by the Boards of Directors of Charmant Inc. USA and Aristar Inc., U.S.A. on October 23, 1997.

- IV. The number of outstanding shares of Aristar Inc., U.S.A. entitled to vote is 41 shares, all of which are owned by Charmant Inc., USA. The outstanding shares of Charmant Inc., USA entitled to vote is 149 shares.
- V. As to Charmant Inc., USA, 149 shares of stock were voted for the Plan and no shares were voted against the Plan or abstained from voting. As to Aristar Inc., U.S.A., 41 shares were voted for the Plan and no shares were voted against the Plan or abstained from voting.
- VI. The merger is to become effective on December 31, 1997.

CHARMANT INC., USA

BY:   
MASAO OTANI, President

  
CHERYL WEBER, Assistant Secretary

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LONNA R. HOOKS  
Secretary of State

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ARISTAR INC., U.S.A.**

Pursuant to the provisions of Section 14A:9-2(3) and Section 14A:10-1(2)(b) of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is Aristar Inc., U.S.A.
2. Article First of the Certificate of Incorporation of Aristar Inc., U.S.A. is

hereby amended to read as follows:

**FIRST: The name of the corporation is Charmant  
Group Inc., USA**

3. The foregoing Amendment to the Certificate of Incorporation shall be effective December 31, 1997 pursuant to the Plan of Merger of Aristar Inc., U.S.A. and Charmant Inc., USA dated October 23, 1997 and the Certificate of Merger filed herewith.

4. The foregoing Amendment to the Certificate of Incorporation was approved by the Board of Directors of the undersigned corporation and thereafter was duly adopted by the written consent of the corporation's sole shareholder on October 23, 1997.

5. The total number of shares outstanding at the time of the adoption of the Amendment was 41. The total number of shares entitled to vote on the Amendment was 41. Forty-one shares were voted for the Amendment and no shares were voted against the

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Amendment or abstained from voting.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by its President this 25th day of November, 1997.

ARISTAR INC., U.S.A.

BY:   
MASAO OTANI, President

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RECORDED: 06/07/2000

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