



09-22-2000



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101466704

To the Honorable Commissioner of Patents and Trademarks,

by thereof.

1. Name of conveying party(ies):

Barco of California

- Individual(s)
- General Partnership
- Corporation-California
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: February 19, 1999

2. Name and address of receiving party(ies):

Name: Barco Holding Co., Inc.

Address: 350 W. Rosecrans Avenue
Gardena, California 92048

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

MISCELLANEOUS DESIGN, Reg. No. 1,933,271; SCRUB GEAR, Reg. No. 1,984,806; SCRUB GEAR AND DESIGN, Reg. No. 1,979,352; BARCO, Reg. No. 897,406; BARCO, Reg. No. 872,191; MR. BARCO, Reg. No. 871,824

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Jeffrey H. Kaufman
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
Fourth Floor
1755 Jefferson Davis Highway
Arlington, Virginia 22202

OSMMN Ref: 3015-194309US

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): . . . \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 15-0030
(Attach duplicate copy of this page if paying by deposit account)

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9. 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.

Jeffrey H. Kaufman
Name of Person Signing

Jeffrey H. Kaufman
Signature

9/1/00
Date

Total number of pages including cover sheet, attachments, and document: 6

OMB No. 0651-0011 (exp. 4/94)

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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:

"BARCO OF CALIFORNIA", A CALIFORNIA CORPORATION,

WITH AND INTO "BARCO HOLDING CO., INC" UNDER THE NAME OF "BARCO HOLDING CO., INC", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

2525803 8100M

001360498



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

Edward J. Freel, Secretary of State

0567926

AUTHENTICATION:

07-19-00

DATE:

TRADEMARK
REEL: 002144 FRAME: 0342

**CERTIFICATE OF MERGER
OF
BARCO OF CALIFORNIA
INTO
BARCO HOLDING CO., INC.**

The undersigned corporations

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Barco of California	California
Barco Holding Co., Inc.	Delaware

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 the name of the surviving corporation of the merger is Barco Holding Co., Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Barco Holding Co., Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 350 West Rosecrans Avenue,

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/31/1999
991125460 - 2525803

Gardena, California 90248.

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	No. of Shares	Par value per share or statement that shares are without par value
Barco of California	Common	5,950,000	One Dollar par value
	Preferred	50,000	Shares are without par value

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IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged this Certificate of Merger as of this 19th day of February, 1999.

BARCO OF CALIFORNIA,
a California corporation

By: Michael Donner

Michael Donner, President

Dated: 2/19/99

BARCO HOLDING CO., INC.,
a Delaware corporation

By: Michael Donner

Michael Donner, Chairman

Dated: 2/19/99

BARCO\MERGER\CERT-MER.INC