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U.S. Patent & TMOs/TM Mail Rept. Dt. #31

U.S. Department of Commerce
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TRADEMARK

**NOTATION FORM COVER SHEET
TRADEMARKS ONLY**

9-18-00

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
6-1-2000
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Huffman Koos Inc.

4-28-2000

Formerly Arnold's Acquisition Corp.

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Huffman Koos Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2501 Oregon Pike

Address (line 2) _____

Address (line 3) Lancaster Pennsylvania 17601-1088
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**TRADEMARK
REEL: 002155 FRAME: 0143**

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

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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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,304,274"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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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.

Karen J. Smith

September 13, 2000

Name of Person Signing

Signature

Date Signed

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:

"ARNOLD'S ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "HUFFMAN KOOS INC." UNDER THE NAME OF "HUFFMAN KOOS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JUNE, A.D. 2000.

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



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0455312

DATE: 05-23-00

TRADEMARK
REEL: 002155 FRAME: 0145

CERTIFICATE OF MERGER

OF

**ARNOLD'S ACQUISITION CORP.
(a Delaware corporation)**

INTO

**HUFFMAN KOOS INC.
(a Delaware corporation)**

(under Section 251 of the Delaware General Corporation Law)

The undersigned corporations organized and existing under and by virtue of the Delaware General Corporation Law,

DO HEREBY CERTIFY:

1. The name and state of incorporation of each of the constituent corporations participating in the merger herein certified (the "Merger") are as follows:

- (a) Arnold's Acquisition Corp., which is incorporated under the laws of the State of Delaware ("AAC"); and
- (b) Huffman Koos Inc., which is incorporated under the laws of the State of Delaware ("HKI" or the "surviving corporation").

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsections (b) and (c) of Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation in the Merger is "Huffman Koos Inc.", which will continue its existence as said surviving corporation upon the effective time of the Merger pursuant to the provisions of the Delaware General Corporation Law.

4. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation, until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

Huffman Koos Inc.
2501 Oregon Pike
Lancaster, Pennsylvania 17601

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any shareholder of each of the aforesaid constituent corporations.


7. The Merger shall become effective as of June 1, 2000.

Dated: April 27, 2000

ARNOLD'S ACQUISITION CORP.

By: 
Michael Brown
Chief Financial Officer

HUFFMAN KOOS INC.

By: 
G. Joseph Reddington
Chairman and Chief
Executive Officer