

OC

11-07-2000

V DKT. NO. G-2515.01

D

TO: ATTN: Box ASSIGNMENTS/F
Assistant Commissioner of T
2900 Crystal Drive
Arlington, VA 22202-3513



101506426



Please record the attached original document(s) or copy(ies) thereof.

SUBMISSION TYPE: 9.25.00 <input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission (Non-Recordation) - Document ID _____ <input type="checkbox"/> Correction of PTO Error: Reel ____/Frame ____ <input type="checkbox"/> Corrective Document: Reel ____/Frame ____	CONVEYANCE TYPE: 09-25-2000 <input type="checkbox"/> Assignment <input type="checkbox"/> License <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Nunc Pro Tunc Assignment <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____ Effective Date: 08/30/95 4 Total number of pages of attached conveyance document including any attachments.
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CONVEYING PARTY(IES): Name: EUROSTAR PERFUMES, INC. Formerly: <input type="checkbox"/> Individual Citizenship: _____ <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State: Texas <input type="checkbox"/> Other: _____ Address: 12001 Network, Blvd. E, Suite 110 San Antonio, Texas 78249 ADDITIONAL NAME(S) OF CONVEYING PARTIES ATTACHED? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	RECEIVING PARTY(IES): Name: TRISTAR CORPORATION DBA/AKA/TA: Address: 105 S. St. Mary's Street, Suite 1800 San Antonio, Texas 78205 <input type="checkbox"/> Individual Citizenship: _____ <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State: Delaware <input type="checkbox"/> 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.) <input type="checkbox"/> Yes <input type="checkbox"/> No ADDITIONAL NAME(S) OF RECEIVING PARTIES ATTACHED? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
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11/06/2000 NTHAI1 00000303 072400 2031116
01 FC:481 40.00 CH
02 FC:482 50.00 CH

DOMESTIC REPRESENTATIVE: Name: Address:
CORRESPONDENT: Name: Daniel D. Chapman Address: Jackson Walker, LLP 112 E. Pecan, Suite 2100 San Antonio, TX 78205 Telephone: 210-978-7700

APPLICATION NUMBER(S) OR PATENT NUMBER(S):

A. Trademark Application No.(s):
App. No. ___ filed ___ for "___"

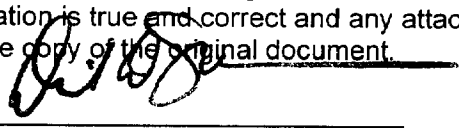
Additional numbers attached?
☐ Yes ☐ No

B1. Trademark Registration No.(s):
Reg. No. 2031116 for "JONNY"

Additional numbers attached?
☒ 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.



Daniel D. Chapman

DATE 9-20-00

**TOTAL NUMBER OF PROPERTIES
(APPLICATIONS AND REGISTRATIONS)**

INVOLVED: ___ (\$40.00 first/\$25.00 each addtl)

TOTAL FEE (37 CFR 3.41): \$___90.00

☒ Enclosed

☒ Authorized to Charge Account No. 07-2400.

DEPOSIT ACCOUNT NUMBER 07-2400. (Attach duplicate copy of this form if paying by deposit account.)

CERTIFICATE OF MAILING

I hereby certify that this paper (along with any paper referred to as being attached or enclosed) is being deposited on the date shown below with the United States Postal Service in an envelope addressed to the "Assistant Commissioner of Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513", as follows:

37 CFR 1.8(a)

☒

With sufficient postage as First Class Mail.

Date: 9-20, 2000

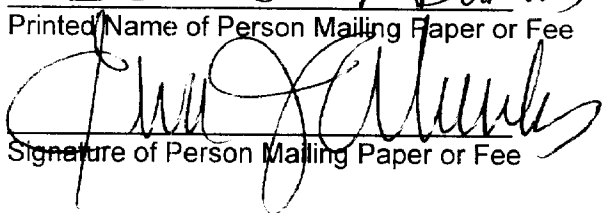
37 CFR 1.10

☐

As "Express Mail Post Office to Addressee", Mailing Label No. _____

Date: _____, 20__

ELVA J. Abunkis
Printed Name of Person Mailing Paper or Fee


Signature of Person Mailing Paper or Fee

B2. Trademark Registration No.(s):
Reg. No. 2031116 for "SOARING"

B3. Trademark Registration No.(s):
Reg. No. 2031116 for "CUSTOMERZATION"

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:

"EUROSTAR PERFUMES, INC.", A TEXAS CORPORATION,

WITH AND INTO "TRISTAR CORPORATION" UNDER THE NAME OF "TRISTAR CORPORATION", 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 AUGUST, A.D. 1995, AT 8:30 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2128311 8100M

050107057

AUTHENTICATION: 7625923

DATE: 05/30/00

05/30/00 TUE 10:58 [TX/RX NO 6262]

TRADEMARK
REEL: 002168 FRAME: 0233

CERTIFICATE OF MERGER**OF****EUROSTAR PERFUMES, INC.**
(a Texas corporation)**INTO****TRISTAR CORPORATION**
(a Delaware corporation)

Pursuant to Section 252(c) of the
State of Delaware General Corporation Law

TRISTAR CORPORATION, a Delaware corporation, hereby certifies as follows:

FIRST: The names of the constituent corporations to the merger are **TRISTAR CORPORATION**, whose State of incorporation is Delaware, and **Eurostar Perfumes, Inc.**, whose State of incorporation is Texas.

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252 of the General Corporation Law of the State of Delaware.

THIRD: **TRISTAR CORPORATION** shall be the surviving corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation, except that paragraph IV of the Certificate of Incorporation of **TRISTAR CORPORATION**, as the surviving corporation, which sets forth the authorized capital stock of **TRISTAR CORPORATION**, is hereby amended to read in its entirety as follows:

ARTICLE IV**CAPITAL STOCK**

Section 1. Classes and Shares Authorized. The authorized capital stock of the Corporation shall consist of 30,000,000 shares of Common Stock, \$.01 par value per share (hereinafter referred to as either the "Common Shares" or "Common Stock") and 1,000,000 shares of Preferred Stock, \$.05 par value per share (hereinafter referred to as either the "Preferred Shares" or "Preferred Stock").

Section 2. Preferred Stock. The shares of Preferred Stock shall be issuable from time to time in one or more series, with respect to each of which series the Board of Directors shall be authorized, without further approval from the shareholders of the Corporation, to fix:

(a) the designation of the series;

(b) the number of shares of each series, which number the Board of Directors may increase or decrease (but not below the number of shares thereof then outstanding);

(c) the annual dividend rate of the series;

(d) the dates at which dividends, if declared, shall be payable, and the dates from which the dividends shall be cumulative;

(e) the redemption rights, if any, for shares of the series;

(f) the terms and amount of any sinking fund provided for the purchase or redemption of shares of the series;

(g) the amounts payable on shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(h) whether the shares of the series shall be convertible into Common Stock or other securities, and, if so, the conversion price or prices, any adjustments thereof, and all other terms and conditions upon which such conversion may be made;

(i) restrictions on the issuance of the shares of the same series or of any other class or series; and

(j) the voting rights, if any, exercisable by the holders of the shares of such series. Shareholders shall have no preemptive rights."

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation; the address of said principal place of business is as follows:

TRISTAR CORPORATION
12500 San Pedro Avenue, Suite 500
San Antonio, Texas 78216
Attn: Secretary

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, TRISTAR CORPORATION, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of the non-surviving corporation, which is incorporated under the laws of the State of Texas, is 1,000,000 shares of Common Stock, \$.001 par value.

EIGHTH: This Certificate of Merger shall become effective at 11:59 P.M. Central Daylight Savings Time on August 31, 1995.

IN WITNESS WHEREOF, this certificate is hereby executed 30th day of August, 1995.

TRISTAR CORPORATION

By: _____

Viren S. Sheth,
President and Chief Executive Officer

ATTEST:

Loran M. Eltiste,
Assistant Secretary