

11-07-2000

Docket No.
094352/0001



Tab settings

To the Honorable Commissioner of Patents and Tr.

101508300

original documents or copy thereof.

1. Name of conveying party(ies):

Sid Greenberg, Inc.

9.25.00

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

Name: Burlen Corp.

Internal Address: _____

Street Address: 148 Madison Avenue

City: New York State: NY ZIP: 10016

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Georgia

Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

- Individual(s)
- General Partnership
- Corporation-State New York
- Other _____
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: effective date: March 29, 1989

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,133,737

Additional numbers

Yes No

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

Name: Stroock & Stroock & Lavan LLP

Internal Address: Laura E. Goldbard, Esq.

Street Address: 180 Maiden Lane

City: New York State: NY ZIP: 10038

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-4709

DO NOT USE THIS SPACE

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.

Laura E. Goldbard

Name of Person Signing

Laura E. Goldbard

Signature

9/20/00

Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

TRANSACTION NUMBER : 89065298
CHARTER NUMBER : 8510460
DATE INCORPORATED : 07/02/85
EFFECTIVE DATE : 03/24/89
EXAMINER : JACKIE SLATE
TELEPHONE : 404/656-2811

MAILED TO:
REINHARDT & WHITLEY
ROB REINHARDT
1001 NORTH CENTRAL AVENUE
TIFTON, GA 31793

REEL 988 FRAME 73
TRADEMARK

CERTIFICATE OF MERGER

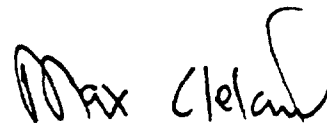
I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that articles of merger have been duly filed on the effective date set forth above, merging

"SID GREENBERG, INC.", a New York Corporation
with and into
"BURLIN CORP.", a Georgia Corporation

and the fees therefor paid as provided by law.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

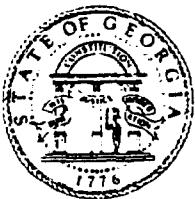
DATE: MARCH 29, 1989



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



ARTICLES OF MERGER
OF
SID GREENBERG, INC.,
a New York Corporation
INTO
BURLEN CORP.,
a Georgia Corporation

TRADEMARK

REEL 0988 FRAME 074

The undersigned corporations, pursuant to the provisions of Title 14, Section 14-2-217 of the Official Code of Georgia, as amended, thereby execute the following Articles of Merger.

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the law of which such corporations are organized, are as follows:

| <u>Name of Corporation</u> | <u>State and Date of Incorporation</u> |
|----------------------------|--|
| Sid Greenberg, Inc. | New York - June 28, 1946 |
| Burlen Corp. | Georgia - July 2, 1985 |

ARTICLE TWO

The laws of New York, the State under which such foreign corporation is organized, permit such merger.

ARTICLE THREE

The surviving corporation shall be Burlen Corp. and it shall be governed by the laws of the State of Georgia.

ARTICLE FOUR

The following plan of merger was approved by the shareholders and directors of the undersigned domestic corporation

in the manner prescribed by the Georgia Business Corporation Code and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized.

PLAN OF MERGER

(1) The name of the corporation to be merged is SID GREENBERG, INC., and the name of the corporation into which it shall be merged is BURLIN CORP., which is hereinafter designated as the surviving corporation.

(2) The terms and conditions of the proposed merger are that each shareholder of the common stock of SID GREENBERG, INC. shall receive shares of the common stock of BURLIN CORP. on a one-to-one ratio.

(3) The manner and basis of converting the shares of SID GREENBERG, INC. into shares of BURLIN CORP. is as follows: each shareholder may retain the shares of SID GREENBERG, INC., which shall be deemed the shares of BURLIN CORP., or may surrender such shares and receive in exchange therefor certificates for such shares issued by BURLIN CORP.

(4) The purpose of this merger is to change the state of incorporation of SID GREENBERG, INC. from New York to Georgia, in which latter state said corporation maintains its principal places of business and business operations. To accomplish the foregoing, BURLIN CORP. has been organized in Georgia, to conduct all of the business and operations formerly of SID GREENBERG, INC. without interruption.

ARTICLE FIVE

As to each merging corporation, the shareholders of which voted on such plan, the number of shares which must be voted to adopt the plan of merger and the designation and number of shares of any class which must be voted to adopt the plan of merger are as follows:

| <u>Name of Corporation</u> | <u>Required Number of Shares</u> | <u>Class (if any)</u> | <u>Required Number of Shares of such Class (if any)</u> |
|----------------------------|----------------------------------|-----------------------|---|
| SID GREENBERG, INC. | 119.312 | Common | 119.312 |
| BURLIN CORP. | 119.312 | Common | 119.312 |

TRADEMARK

RECORDED 09/25/2000