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To the Honorable Commissioner of Patents and Trademarks, please return the enclosed original documents or copy thereof.

1. Name of conveying party(ies):

The Michael Allen Company

1-12-01

- Individual(s)
- General Partnership
- Corporation-State (Delaware)
- Other

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Michael Allen LLC

Internal Address:

Street Address: 6400 Goldsboro Road

City: Bethesda State: MD ZIP: 20817

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company (Delaware)

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

3. Nature of conveyance:

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

Execution Date: December 8, 2000

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

A. Trademark Application No.(s)

76/164778  
76/165551  
76/165350

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Jeffrey C. Katz, Davis & Gilbert LLP

Internal Address:

Street Address: 1740 Broadway

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

01/23/2001 BYRNE 00000215 76164778

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
02 FC:482 50.00 OP

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 C. Katz

Name of Person Signing

Signature

January 9, 2001

Date

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

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK  
REEL: 002217 FRAME: 0893

State of Delaware  
Office of the Secretary of State

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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:

"THE MICHAEL ALLEN COMPANY", A DELAWARE CORPORATION,  
WITH AND INTO "MICHAEL ALLEN LLC" UNDER THE NAME OF "MICHAEL ALLEN LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0843008

3323306 8100M

001615489

DATE: 12-08-00

TRADEMARK  
REEL: 002217 FRAME: 0894

**CERTIFICATE OF MERGER**  
of  
**THE MICHAEL ALLEN COMPANY (a Delaware corporation),**  
into  
**MICHAEL ALLEN LLC (a Delaware limited liability company)**

Pursuant to Section 18-209 (c) of the  
Delaware Limited Liability Company Act

The undersigned, being the surviving entity, hereby sets forth as follows:

**FIRST:** The name of the surviving entity is Michael Allen LLC and its state of formation is Delaware. The name of the non-surviving corporation is The Michael Allen Company and its state of incorporation is Delaware.

**SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each constituent entity in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

**THIRD:** The surviving entity is Michael Allen LLC, a Delaware limited liability company.

**FOURTH:** The Certificate of Formation of the surviving entity shall be the Certificate of Formation of Michael Allen LLC.

**FIFTH:** The executed Agreement and Plan of Merger is on file at the office of the surviving entity located at 6400 Goldboro Road, Bethesda, MD 20817.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving entity, on request and without cost, to any stockholder or member of any constituent entity.

**SEVENTH:** The merger is to become effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF,** this certificate is hereby executed this 8<sup>th</sup> day of December, 2000.

**MICHAEL ALLEN LLC**

By: /s/ Jeremy E. Brown  
Jeremy E. Brown  
Manager

#240189

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/08/2000  
001615489 - 3323306

#240189

RECORDED: 01/12/2001

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