

01-25-2001

Form PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) Tab settings → → →



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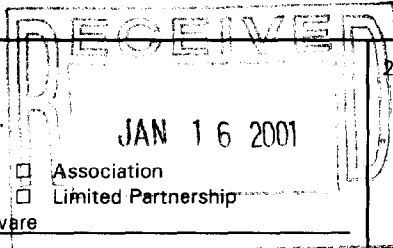
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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office Box Assignments

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.



1. Name of conveying party(ies):

Colorstream Technologies, Inc.

- Individual(s) Association
General Partnership Limited Partnership
[x] Corporation - State Delaware
Other

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

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

Name: Wecraft, Inc.

Internal Address:

Street Address: 1009 Lenox Drive, Building 4, Suite 201

City: Lawrenceville State: NJ ZIP: 08648

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
[x] Corporation-State 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) & addresses attached? Yes No

3. Nature of conveyance

- Assignment Merger
Security Agreement Change of Name
Other

Effective Date: December 31, 2000

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

Trademark Application No.(s)

B. Trademark Registration No.(s) 2,151,694 and 2,145,675

Additional numbers attached? Yes No

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

Name: Miriam Drickman Trudell, Esq.

Internal Address: SHERIDAN ROSS P.C. Suite 1200

Street Address: 1560 Broadway

City: Denver State: CO ZIP: 80202-5141

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed
Authorized to be charged to deposit account.

8. Deposit account number: 19-1970

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

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.

Miriam Drickman Trudell, Esq.

Name of person signing

Signature

January 11, 2001

Date

01/24/2001 GTON11 00000091 2151694

Total number of pages including cover sheet, attachments and document: 7

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO COMMISSIONER FOR PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, DC 20231 ON January 11, 2001

SHERIDAN ROSS P.C.

BY: [Signature]

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 OWNERSHIP, WHICH MERGES:

"COLORSTREAM TECHNOLOGIES, INC.", A DELAWARE CORPORATION,
"KSS TRANSPORTATION CORPORATION", A NEW JERSEY CORPORATION,
WITH AND INTO "WEBCRAFT, INC." UNDER THE NAME OF "WEBCRAFT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 10:45 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:57 O'CLOCK P.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: 0885385

DATE: 12-29-00

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REEL: 002219 FRAME: 0058

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

COLORSTREAM TECHNOLOGIES, INC.
(a Delaware corporation)

AND

KSS TRANSPORTATION CORPORATION
(a New Jersey corporation)

INTO

WEBCRAFT, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law
of the State of Delaware

Webcraft, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify as follows:

A. The Company is the owner of all of the outstanding shares of (i) Common Stock, par value \$0.01 per share, of ColorStream Technologies, Inc., a corporation organized and existing under the laws of the state of Delaware ("ColorStream"), and ColorStream has no other class of stock outstanding; and (ii) stock, no par value, of KSS Transportation Corporation, a corporation organized and existing under the laws of the state of New Jersey ("KSS"), and KSS has no other class of stock outstanding.

B. The Board of Directors of the Company duly adopted by the unanimous written consent of the Directors of the Company, dated December 27, 2000, the following resolutions:

RESOLVED, that each of ColorStream and KSS (the "Subsidiaries") shall be merged with and into the Company (the "Merger") and that the Company shall assume all of the obligations of each of Subsidiaries, with the Company as the corporation surviving the Merger (the "Surviving Corporation"), with the Merger to be effective on December 31, 2000, at 11:57 P.M. (the "Effective Time");

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:45 AM 12/29/2000
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FURTHER RESOLVED, that the Certificate of Incorporation of the Company in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation following the Merger, until further amended in accordance with the terms thereof and the Delaware General Corporation Law (the "DGCL");

FURTHER RESOLVED, that the Bylaws of the Company in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation following the Merger, until further amended in accordance with the terms thereof and the DGCL;

FURTHER RESOLVED, that the directors of the Company and the officers of the Company in office immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws;

FURTHER RESOLVED, that the manner of converting or canceling shares of the Subsidiaries shall be as follows:

(a) At the Effective Time, each share of Common Stock, par value \$0.01 per share, of ColorStream (the "ColorStream Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(b) At the Effective Time, each ColorStream Share issued and held by ColorStream in treasury, if any, shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(c) At the Effective Time, each share of stock, no par value, of KSS (the "KSS Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(d) At the Effective Time, each KSS Share issued and held by KSS in treasury, if any, shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof; and

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, directed to make and execute the Delaware Certificate of Ownership and Merger setting forth a copy of the resolutions authorizing the Company to merge the Subsidiaries with and into the Company and the date of the adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware, and to do all acts and things whatsoever, whether within or without the state of Delaware, which may be in any way necessary to effect the Merger.

C. The merger of ColorStream into the Company has been approved by the Company as the sole holder of the outstanding capital stock of ColorStream and by unanimous written consent in lieu of a meeting pursuant to Section 228 of the DGCL.

D. The merger of KSS into the Company has been approved by the Company as the sole holder of the outstanding capital stock of KSS by unanimous written consent in lieu of a meeting pursuant to Title 14A:5-6 of the New Jersey Business Corporation Act.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by Irene B. Fisher, Secretary, as of the 28th day of December, 2000.

WEBCRAFT, INC.

By: 

Name: Irene B. Fisher
Title: Secretary