

FORM PTO-1618A
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U.S. Department of Commerce
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1-22-2001

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Conveyance Type

☐ Assignment ☐ License

☐ Security Agreement ☐ Nunc Pro Tunc Assignment

☒ Merger
Effective Date
Month Day Year

☐ Change of Name

☐ Other

Conveying Party

☐ Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization

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Area Code and Telephone Number

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1700 PACIFIC AVENUE, SUITE 3300

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PagesEnter the total number of pages of the attached conveyance document
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6

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)

1146226

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3:41):

\$

40.00

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Date Signed

01/22/01



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

MAGICSILK, INC.
(a Texas corporation)

with

CELEBRITY, INC.
(a Texas corporation)

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed JUNE 30, 2000

Effective JUNE 30, 2000 11:59 P.M.



Elton Bomer
Secretary of State

REEL: 002227 FRAME: 0960

Articles of Merger

of

FILED
In the Office of the
Secretary of State of Texas

Magicsilk, Inc.
(a Texas corporation)

JUN 30 2000

Corporations Section

with and into

Celebrity, Inc.
(a Texas corporation)

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act (the "TBCA"), the undersigned corporation, Celebrity, Inc., a Texas corporation ("Celebrity"), adopts the following Articles of Merger for the purpose of effecting a merger of Magicsilk, Inc., a Texas corporation and wholly owned subsidiary of Celebrity ("Magicsilk"), with and into Celebrity in accordance with the provisions of Article 5.16 of the TBCA.

1. The name of each corporation that is a party to the merger, the type of such entity and the laws under which such entity was organized are:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State of Incorporation</u>
Magicsilk, Inc.	For Profit Corporation	Texas
Celebrity, Inc.	For Profit Corporation	Texas

2. There are 1,000 shares of common stock, par value \$.01 per share ("Magicsilk Common Stock"), of Magicsilk outstanding. Celebrity owns all 1,000 shares of Magicsilk Common Stock that are outstanding.

3. Attached as Exhibit A are the resolutions (the "Resolutions") adopted by the Board of Directors of Celebrity to merge its wholly owned subsidiary, Magicsilk, with and into Celebrity in accordance with the provisions of Article 5.16 of the TBCA. The Resolutions were adopted on June 30, 2000.

4. There will be no amendments or changes to the Articles of Incorporation of Celebrity effected by this merger.

5. Celebrity shall be responsible for the payment of all fees and franchise taxes of Magicsilk and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

6. The merger shall become effective as of 11:59 p.m., Central Daylight Time, on June 30, 2000.

Dated as of June 30, 2000

Celebrity, Inc.

By: Lynn Skilken
Name: LYNN SKILKEN
Title: VP + CFO

Exhibit A

Relating to the Magicsilk Merger

WHEREAS, Magicsilk, Inc., a Texas corporation ("Magicsilk"), is a wholly owned subsidiary of the Company; and

WHEREAS, the Board of Directors of the Company has determined, in its best business judgement, that it would be in the best interest of the Company and its shareholders to merge Magicsilk with and into the Company (the "Magicsilk Merger"); and

WHEREAS, the Company shall be the surviving entity in the Magicsilk Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company hereby authorizes the Magicsilk Merger pursuant to the provisions of Section 5.16 of the TBCA, and the Company shall be the surviving entity of such merger.

RESOLVED FURTHER, that the appropriate officers of the Company are hereby authorized in the name of and on behalf of the Company to execute and file with the Secretary of State of the State of Texas the appropriate Articles of Merger for the purpose of effectuating the Magicsilk Merger in accordance with these resolutions and the applicable provisions of the TBCA.

RESOLVED FURTHER, that no changes in the Articles of Incorporation, the Bylaws, the directors or the officers of the Company shall be effected by the Magicsilk Merger.