

05-31-2001



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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U.S. Department of Commerce
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2/28/01

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- New
- Resubmission (Non-Recordation)
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Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year
2/1/2001

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
1/27/2001

Name Famous Smoke Shop, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name Famous Smoke Shop-PA, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1100 Conroy Place

Address (line 2) _____

Address (line 3) Easton Pennsylvania 18040

- Individual General Partnership Limited Partnership Corporation Association
- 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.)

Citizenship/State of Incorporation/Organization Pennsylvania

FOR OFFICE USE ONLY

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

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)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

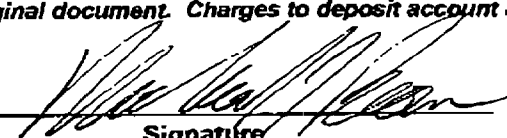
No

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. Charges to deposit account are authorized, as indicated herein.

Michael J. Brown

Name of Person Signing



Signature

2/28/01

Date Signed

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CERTIFICATE OF MERGER

OF

FAMOUS SMOKE SHOP, INC.
(a New York corporation)

AND

FAMOUS SMOKE SHOP-PA, INC.
(a Pennsylvania corporation)

INTO

FAMOUS SMOKE SHOP-PA., INC.
(a Pennsylvania corporation)

Section 907 of the Business Corporation Law

FILED
FEB 1 11 02 AM '01

Filer: Krass & Lund, P.C.
419 Park Avenue South
19th Floor
New York, NY 10016
Cust. Ref#985510PAL

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STATE OF NEW YORK
DEPARTMENT OF STATE

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ATTORNEY'S CERTIFICATION

The undersigned, special counsel for Famous Smoke Shop, Inc., a New York corporation (the "Corporation"), and holder of the corporate minute book of the Corporation, hereby certifies that annexed hereto is a true and correct copy of a Joint Written Consent of Sole Shareholder and Sole Director of the Corporation dated January 27, 2001, together with the Exhibits thereto, and that the resolutions set forth therein were duly adopted by the Corporation, and that the resolutions therein have not been amended, modified or rescinded and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 9th day of February, 2001.



Eric Lesser, Esq
Krass & Lund, P.C.
419 Park Avenue South
New York, New York 10016
(212) 683-3636

**JOINT WRITTEN CONSENT
OF
SOLE SHAREHOLDER
AND
SOLE DIRECTOR
OF
FAMOUS SMOKE SHOP, INC.**

The undersigned, being the sole shareholder and sole director of Famous Smoke Shop, Inc. (the "Corporation"), hereby consents to the adoption of the following recital and resolutions without a meeting:

WHEREAS, it is desirable that the Corporation change its state of incorporation from New York to Pennsylvania, and that in order to accomplish such change of jurisdiction, the sole shareholder of the Corporation has formed a Pennsylvania corporation named Famous Smoke Shop-PA., Inc., and it is advisable that the Corporation be merged with and into Famous Smoke Shop-PA., Inc., a Pennsylvania corporation, in a Type A statutory merger under Internal Revenue Code Section 368(a)(1)(A), with the latter corporation being the survivor of the merger, thereby acquiring the assets and liabilities of the Corporation, which shall cease to exist, for the purpose of continuing the business of the Corporation in the Commonwealth of Pennsylvania;

NOW THEREFORE, it is


RESOLVED, that the Corporation be merged with and into Famous Smoke Shop-PA., Inc., a Pennsylvania corporation wholly owned by the sole shareholder of the Corporation, in a Type A statutory merger under Internal Revenue Code Section 368(a)(1)(A), effective February 1, 2001, and that the form, terms and provisions of the Plan of Merger annexed hereto as

Exhibit A and the Certificate of Merger annexed hereto as Exhibit B, are hereby authorized, approved and adopted, and that the sole officer of the Corporation is hereby authorized and directed to execute, deliver and file, as appropriate, the Plan of Merger and the Certificate of Merger; and it is further

RESOLVED, that the sole officer of the Corporation is hereby authorized and directed to prepare or cause to be prepared, execute and file with the Internal Revenue Service Form 966 with respect to the merger; and it is further

RESOLVED, that the sole officer of the Corporation is hereby authorized to take all such further actions and to execute and deliver all such further instruments and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to pay all such fees and expenses as in such officer's judgment shall be necessary, proper or advisable in order fully to carry out the intent and to accomplish the purposes of the foregoing resolutions.

Dated: January 27, 2001

✓ 

ARTHUR ZARETSKY
sole shareholder and sole director

Exhibit A

PLAN OF MERGER adopted on January 27, 2001 by FAMOUS SMOKE SHOP, INC., a business corporation of the State of New York ("Famous-NY"), and by its sole director and sole shareholder on said date, and adopted on January 27, 2001 by FAMOUS SMOKE SHOP-PA., INC., a business corporation incorporated under the laws of the Commonwealth of Pennsylvania ("Famous-PA"), and by its sole director and sole shareholder on said date.

1. The participating corporations, Famous-NY and Famous-PA, shall, pursuant to the provisions of the Business Corporation Law of the State of New York and the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania, be merged with and into Famous-PA, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the Commonwealth of Pennsylvania, thereby acquiring the assets and liabilities of Famous-NY for the purposes of continuing the business of Famous-NY. The separate existence of Famous-NY, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.
2. The merger is intended to qualify as a Type A statutory merger under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The terminating corporation shall cause Form 966 to be filed with the Internal Revenue Service upon or promptly following the effective date of the merger.
3. The number of outstanding shares of the terminating corporation is Ten (10) shares, all of which are of one class and are common shares, and all of which are entitled to vote.
4. The number of outstanding shares of the surviving corporation is Ten (10), all of which are of one class and are common shares, and all of which are entitled to vote.
5. The Articles of Incorporation of the surviving corporation as in effect upon the effective date of the merger shall continue to be the Articles of Incorporation of the surviving corporation after the effective date until further amended, altered or changed in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania.
6. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of the surviving corporation and will continue in full force

and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania.

7. The sole director and officer in office of the surviving corporation upon the effective date of the merger shall be the sole director and officer of the surviving corporation, to serve until the election and qualification of his successor or successors or until his tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

8. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into One (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

9. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the terminating corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania.

10. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and by the laws of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The sole director and officer of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Exhibit B

CERTIFICATE OF MERGER
 of
FAMOUS SMOKE SHOP, INC.
 (a New York corporation)
 and
FAMOUS SMOKE SHOP-PA., INC.
 (a Pennsylvania corporation)
 into
FAMOUS SMOKE SHOP-PA., INC.
 (a Pennsylvania corporation)

(Under Section 907 of the Business Corporation Law)

It is hereby certified upon behalf of each of the constituent corporations herein named as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the foreign constituent corporation which is to be the surviving constituent and which is hereinafter sometimes referred to as the "surviving constituent corporation" is **FAMOUS SMOKE SHOP-PA., INC.** The jurisdiction of its incorporation is Pennsylvania; and the date of its incorporation therein is August 20, 1997. No Application for Authority in the State of New York of the surviving constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of New York; and it is not to do business in the State of New York until an Application for Authority shall have been filed by the Department of State of the State of New York.

THIRD: The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation," is **FAMOUS SMOKE SHOP, INC.** The date upon which its certificate of incorporation was filed by the Department of State is June 26, 1980.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

FAMOUS SMOKE SHOP-PA., INC.
(a Pennsylvania corporation)

| Designation of each outstanding class and series of shares | Number of outstanding shares of each class | Designation of class and series entitled to vote | Classes and series entitled to vote as a class |
|--|--|--|--|
| Common Stock, without par value | 10 | Common Stock, without par value | Common Stock, without par value |

FAMOUS SMOKE SHOP, INC.
(a New York corporation)

| Designation of each outstanding class and series of shares | Number of outstanding shares of each class | Designation of class and series entitled to vote | Classes and series entitled to vote as a class |
|--|--|--|--|
| Common Stock, without par value | 10 | Common Stock, without par value | Common Stock, without par value |

FIFTH: The merger herein certified was authorized in respect of the merged constituent corporation by the joint written consent of its sole shareholder and sole director.

SIXTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

SEVENTH: The surviving constituent corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, for the enforcement of any liability or obligation of the surviving constituent corporation for which the surviving constituent corporation is previously amenable to suit in the State of New

York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of the sole shareholder of the merged constituent corporation to receive payment for the sole shareholder's shares against the surviving constituent corporation.

EIGHTH: The surviving constituent corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the sole shareholder of the merged constituent corporation the amount, if any, to which the sole shareholder shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

NINTH: The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is Famous Smoke Shop-PA., Inc., 1100 Conroy Place, Easton, Pennsylvania 18040, Attention: Arthur Zaretsky, President.

TENTH: The constituent domestic corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the constituent domestic corporation. The said report, if estimated is subject to amendment. The surviving foreign corporation agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the said Department of Taxation and Finance by the constituent domestic corporation.

The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Law of the State of New York govern such effective date, shall be the 1st day of February, 2001.

Signed on January 27, 2001.

FAMOUS SMOKE SHOP, INC.,
a New York corporation

By: _____
Arthur Zaretsky, President

FAMOUS SMOKE SHOP-PA., INC.
a Pennsylvania corporation

By: _____
Arthur Zaretsky, President