FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 04-06-2001



U.S. Department of Commerce Patent and Trademark Office TRADEMARK

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Execution Date Month Day Year O4 29 96 Month Day Year O4 29 96 Month Day Year O4		ks: Please record the attached original document(s) or copy(ies).
Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Conveying Party Name TVC, Inc. Formerly Individual General Partnership Limited Partnership Corporation DBA/AKA/TA Composed of Address (line 2) Address (line 2) Address (line 2) Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party Limited Partnership If document to be recorded is an assignment and the receiving party is not domicible in the United States, an appointment of a domestic representative should be attached. (Designation must be a superary cocument from Assignment.) Cother Composed of Designation Designment of Designation assignment and the receiving party is not domicible in the United States, an appointment of a domestic representative should be attached. (Designation must be a superary document from Assignment.) Cother Composed of Designation Designment of Designation must be a superary document from Assignment.) Cother Composed of Designation Designment of Designation must be a superary document from Assignment.) Cother Composed of Designation Designment Designment of Designment making superary is not designed in the United States, an appointment of a domestic superary is not demicible attached. (Designation must be a superary document from Assignment.) Cother Composed of Designation Designment D		_
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Name TVC, Inc. Formerly		Mark if additional names of conveying parties attached Fxecution Date
Individual General Partnership Limited Partnership Corporation Association Other X Citizenship/State of Incorporation/Organization Pennsylvania Receiving Party Mark if additional names of receiving parties attached Name Empery Corporation DBA/AKA/TA Composed of Address (line 1) 1746 E. Chocolate Avenue Address (line 2) PA U.S.A. [17033] Address (line 3) Hershey PA U.S.A. [17033] Individual General Partnership Limited Partnership 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.) X Citizenship/State of Incorporation/Organization Delaware FOR OFFICE USE ONLY	Name TVC, Inc.	Month Day Year
Receiving Party Mark if additional names of receiving parties attached Name Empery Corporation	Individual General Partnership	
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Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

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FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
	epresentative Name and Ad	idress Enter for the first R	Receiving Party only.
Name [
Address (line 1)			
Address (line 2)			
Address (line 3)			
Address (line 4)			
Correspond	lent Name and Address Area	a Code and Telephone Number	215/981-4714
Name	Mindy Ellis Schwart:	z, Esquire	
Address (line 1)	Pepper Hamilton LLP		
Address (line 2)	3000 Two Logan Squar	re	
Address (line 3)	18th and Arch Street	s	
Address (line 4)	Philadelphia, PA 19	9103	
Pages	Enter the total number of pages including any attachments.	of the attached conveyance de	ocument # 8
Trademark /	Application Number(s) or R	egistration Number(s)	Mark if additional numbers attached
	e Trademark Application Number or the Ro		OTH numbers for the same property).
	demark Application Number(s)		tration Number(s)
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Deposit A	of Payment: Enclosed Account		
(Enter for p	ayment by deposit account or if additiona Depos	il rees can be charged to the account.) sit Account Number:	# 16-1322
	Autho	orization to charge additional fees	Yes X No
Statement a	and Signature		
atta	he best of my knowledge and belief, ched copy is a true copy of the originated cated herein.	the foregoing information is true a nal document. Charges to deposit	nd correct and any account are authorized, as
Mindy E	llis Schwartz /	Ymdy Ells phior	Mach 19, 2001
	of Person Signing	Signature	Date Signed

3633-621

AGRERHENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER approved on April , 1996 by TVC, Inc., a business corporation incorporated under the laws of the Commonwealth of Pennsylvania ("TVC"), and by resolution adopted by its Board of Directors on said date, and approved on April , 1996 by Empery Corporation, a business corporation incorporated under the laws of the State of Delaware ("Empery"), and by resolution adopted by its Board of Directors on said date.

- 1. TVC shall, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged into Empery, which shall be the surviving corporation upon the effective date of the merger in the jurisdiction of its organization and which is sometimes hereinafter referred to as the "parent corporation," and which shall continue to exist as said surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of TVC, which is the wholly-owned subsidiary of Empery, and which is sometimes hereinafter referred to as the "subsidiary corporation," shall cease upon the effective date of the merger in accordance with the provisions of the business Corporation Law of 1988 of the Commonwealth of Pennsylvania.
- 2. The Certificate of Incorporation of the parent corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said parent corporation, and said Certificate of

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Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware, provided, however, that the Certificate of Incorporation of the parent corporation shall be amended to change its corporate name by changing Article First of such Certificate of Incorporation to read, in its entirety, as follows:

FIRST: The name of the corporation is TVC Holding, Inc.

- be converted or exchanged in any manner inasmuch as the parent corporation presently owns directly all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued shares of the subsidiary corporation shall be surrendered and extinguished upon the effective date of the merger in the Commonwealth of Pennsylvania. The issued shares of the parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger in the State of Delaware shall continue to represent one issued share of the parent corporation.
- 4. In the event that this Plan of Merger shall have been duly authorized on behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and that the merger of the subsidiary corporation into the

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parent corporation shall have been fully authorized in accordance with the provisions of said General Corporation Law of the State of Delaware, and, in the event that this Plan of Merger shall have been fully approved and adopted upon behalf of the subsidiary corporation in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the parent corporation and the subsidiary 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 Delaware and 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.

- 5. Any officer of the parent corporation and any officer of the subsidiary corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the parent corporation and of the subsidiary 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 Nerger or of the merger herein provided for.
 - 6. Notwithstanding the full authorization of this Plan of

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Mergar upon behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delawars and the full authorization of the marger in accordance therewith, and notwithstanding the full approval and adoption of this Plan of Mergar upon behalf of the subsidiary corporation in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, this Plan of Merger may be terminated at any time prior to the effective date of this Plan of Merger and of the merger therein provided for.

7. The effective date of this Plan of Marger and of the merger therein provided for shall, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania shall govern the same, be ten date upon which Articles of Marger are filed with the Pennsylvania P Department of State.

IN WITHES WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of this ____ day of April, 1996.

ATTEST:

John H. Witner, Secretary

John W. Witmer, Secretary

TVC, INC

Robert W. Ackerman, President

HALLY CORPORTION

By: Keith S. Dowding, President

MULANITA.

Marger upon behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delawars and the full authorization of the marger in accordance therewith, and notwithstanding the full approval and adoption of this Plan of Marger upon behalf of the subsidiary corporation in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, this Plan of Marger may be terminated at any time prior to the effective date of this Plan of Marger and of the marger therein provided for.

7. The effective date of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania shall govern the same, be ten date upon which Articles of Merger are filed with the Pennsylvania P|Department of State.

IN WITHESS WEEKEOF, the parties hereto have caused this Agreement and Plan of Margar to be executed as of this ____ day of April, 1996.

ATTEST:

TVC, INC.

John M. Witmer, Secretary

John M. Witner, Secretary

ATTEST:

By: /

By:

th S. Dowdinger President

Robert W. Ackerman, Prosident

EMPERY COLPORATION

9633-617

Microfilm Number

Filed, with the Department of State on

APR 2 9 1996

Finity Number 689083

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5026 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. \$5926 (relating to articles of merger or consolidation), the undersigned nonprofit corporations, desiring to effect a merger, hereby state that:

(Check and complete one of the factorial commonwealth or (b) name of it hereby authorized to correct the	nmestic nonprofit corporation and scommercial registered office (rovider and the co	ounty of venue is	the Department is
Number and Street	City	State	Zip	County
(b) c/o: Name of Commercial Registe	red Office Provider			County
For a corporation represented by a corporation is located for venue and the surviving corporation is a quantities (a) address of its current	i official publication purposes. Jalified foreign nonprofit corpora	tion incorporated	under the laws (
provider and the county of venu- to the records of the Departmen	o.ls:(the:Department is hereby a ();	uthorized to corre	at the following I	riformation to confor
(a) 1746 E. Chocolate Avenu	e Hersbey City	State	Z1p	Courty
(b) c/o: Name of Commercial Register For a corporation represented by a commercial Register (b) c/o: Name of Commercial Register (c) Name of Commercial Register (d) c/o:	commercial registered office provide		ated under the la	
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The surviving corporation is a mand the address of its principal Number and Street The name and the address of the provider and the county of venue of which is a party to the plan of merganisms.	city registered office in this Commo	State State Twealth or name of corporation and of commercial Register	Zip of its commercial qualified foreign red Office Provider	registered office

FA Dept of State

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			A COSPONATION		
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		KATE	S. Dowding Pra	1 (Speciare)	
		TITLE	President,		
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		Rober		(Bignature)	

RECORDED: 03/19/2001

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4. (Check, and it appropriate complete, or	•			
The plan of merger shall be effective to	aplainA weeds gnilli noqu	of Mergor in the Depart	mant of State.	
The plan of margar shall be effective of				
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6. The manner in which the plan of merger		•	s follows:	
Name of Corporation	Manner of Adoption			
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TVC inc	the based of directors of	the perent corporation	DUCTURNITO 15 Pa (: A. 6.1921(c)
 (Strike out this paregraph it no foreign approved, as the case may be, by the for to the plan in accordance with the laws of 	reign bueiness corporati	on (or each of the foreig		
7. (Chack, and if appropriate complete, or	ne of the following):			
XThe plan of merger is set forth in full !	in Exhibit A attached he	eto and mede a part he	ned.	
plant to 15-Pa.C.B. § 1901 (relating plant of morger that:amend/or;constitution aubsequent to the official adder of the plant of morger to or of which is:	te the operative Articles of plan are set forth in full	of incorporation of the sile Exhibit A stached he	urviving corporation trate and made a p	as in effect and hereof.
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IN TESTIMONY WHEREOF, the under Morger to be aligned by a duly euthorized of	ficer thereof this	ech undersigned corpori day of April 1996.	ition has caused th	ese Ankles o
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