

04-06-2001



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
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  
04 29 96

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
04 29 96

Name TVC, Inc.

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_

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) \_\_\_\_\_

Address (line 3) Hershey PA U.S.A. 17033  
City State/Country Zip Code

- 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.)
- Corporation  Association
- Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

04/05/2001 LMUELLER 00000229 75464488

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002264 FRAME: 0986

**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.

Mindy Ellis Schwartz

Name of Person Signing

Mindy Ellis Schwartz

Signature

March 19, 2009

Date Signed

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9633- 621

**AGREEMENT 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.

3. The issued shares of the subsidiary corporation shall not 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 Merger or of the merger herein provided for.

6. Notwithstanding the full authorization of this Plan of

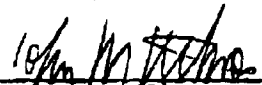
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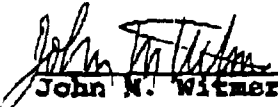
Merger upon behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the full authorization of the merger in accordance therewith, and notwithstanding the full approval and adoption of this Plan of Merger upon behalf of the subsidiary 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 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 the date upon which Articles of Merger are filed with the Pennsylvania Department of State.

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

ATTEST:  
  
John M. Witmer, Secretary

FOC, INC.  
  
By: Robert W. Ackerman, President

ATTEST:  
  
John M. Witmer, Secretary

EMERY CORPORATION  
By: Keith S. Dowding, President

WITNESSES

Merger upon behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the full authorization of the merger in accordance therewith, and notwithstanding the full approval and adoption of this Plan of Merger 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 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 the date upon which Articles of Merger are filed with the Pennsylvania Department of State.

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

ATTEST:

TVC, INC.

John M. Witner, Secretary

By: Robert W. Ackerman, President

ATTEST:

INFERY CORPORATION

John M. Witner, Secretary

By: Keith S. Dowling, President





DSCB:15-1826 (Rev. 90)-2

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on: APRIL 18 1998 at 10:00 AM  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
<u>Emery Corporation</u>	<u>Adopted by action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. § 1921(c)</u>
<u>TVC, Inc.</u>	<u>Adopted by action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. § 1921(c)</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 18 day of April 1998.

EMERY CORPORATION

BY: K. S. Dowling  
Kesh S. Dowling, President (Signature)

TITLE: President

TVC, INC.

BY: Robert W. Ackerman (Signature)

TITLE: President

9633-619

DSCB:15-1925 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on: \_\_\_\_\_  
Date Hour

6. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
Empery Corporation	Adopted by action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. § 1921(c)
TVC, Inc	Adopted by action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. § 1921(c)

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this \_\_\_\_\_ day of April 1996.

EMPERY CORPORATION

BY: Keith S. Dowling, President  
(Signature)

TITLE: President

TVC, INC.

BY: Robert W. Ackerman  
(Signature)

TITLE: President