

05-09-2001

IT



101710273

To the Assistant Commissioner for Trademarks: Ple

1. Name of conveying party(ies):

The Seedman Company, Inc.

- Individual(s)
- General Partnership
- Corporation-State New York
- Other _____

Additional name(s) of conveying party(ies) attached? yes x no

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: March 11, 1988

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

Name: TSS Retail Corp.

Internal Address: _____

Street Address: 104-01 Foster Avenue

City: Brooklyn State: NY Zip: 11236

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: yes no

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? yes no

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



A. Trademark Application No.(s)

B. Trademark Registration No.(s)
695,557

04-23-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #71

Additional numbers attached? yes x no

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

Name: Michael D. Johns

Dinsmore & Shohl LLP

Street Address: 1900 Chemed Center

255 East Fifth Street

City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved:..... 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Additional expenses authorized to be charged to deposit account

8. Deposit account number: 04-1133

(Attached 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.

Michael D. Johns

Name of Person Signing

Signature

4/20/01

Date

Total number of pages comprising cover sheet: 1

PH

PH

CERTIFICATE OF MERGER
OF

THE SEEDMAN COMPANY, INC.

AND

TSS RETAIL CORP.

INTO

TSS RETAIL CORP.

613819

(Under Section 904 of the Business Corporation Law)

The undersigned hereby certify on behalf of each of the constituent corporations herein named, as follows:

1. Names of Constituents. The names of the constituent corporations are The Seedman Company, Inc. ("TSCI") and TSS Retail Corp. ("TRC"). The name of the surviving corporation is TSS Retail Corp.

2. Outstanding Capital Stock.

(a) TRC. The authorized capital of TRC consists of 200 common shares, without par value, of which 10 are issued and outstanding. Holders of each of such shares, voting as a single class, are entitled to cast one vote per share with respect to the merger of TRC and TSCI (the "Merger").

(b) TSCI. The authorized capital of TSCI consists of 110 common shares, without par value, of which 72 shares are issued and outstanding. Holders of each of such shares of outstanding common stock, voting as a single class, are entitled to cast one vote per share with respect to the Merger.

(c) CHANGE IN SHARES OUTSTANDING. As of the date hereof, neither TRC nor TSCI is a party to a plan or agreement which would, as a consequence thereof, change the number of shares outstanding of TRC or TSCI prior to the effective time of the Merger.

3. Certificate of Incorporation. The Certificate of Incorporation of TRC as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the surviving corporation until further amended in accordance with the Business Corporation Law.

613819

The Certificate of Incorporation of TSCI was filed by the Department of State of the State of New York on May 28, 1946 under the name George Manufacturing Co. Inc.

and a Certificate of Amendment changing the corporation name to The Seedman Company, Inc. was filed on August 28, 1983.

The Certificate of Incorporation of TRC was filed by the Department of State of the State of New York on February 29, 1988.

4. Effective Date. The Merger shall become effective upon the filing of this certificate with the Department of State of the State of New York.

5. Authorization. The Merger was authorized by the joint written consent of the the Board of Director and Sole Shareholder of TSCI, and by the joint written consent of the Board of Directors and Sole Shareholder of TRC.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under penalties of perjury, that the statements contained herein have been examined by us and are true and correct.

TSS RETAIL CORP.

THE SEEDMAN COMPANY, INC.

By: [Signature]
Julius Kasinitz, President

By: [Signature]
Jerry Saslowe, President

By: [Signature]
Richard Bartlett, Assistant Secretary

By: [Signature]
Richard Bartlett, Secretary

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613819

R.H

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 11 1988

AMT. OF CHECK \$ 80
FILING FEE \$ 10
TAX \$ 10
COUNTY FEE \$ 10
COPY \$ 10
CERT \$ 10
REFUND \$ 10
SPEC HANDLE \$ 10

R.H

BY: *King*

CERTIFICATE OF MERGER
OF
THE SEEDMAN COMPANY, INC.
AND
TSS RETAIL CORP.
INTO
TSS RETAIL CORP.

152300

MAR 10 3 PM '88

Handwritten notes:
613819
YR King
J.P.V. CAU / CA 19
Cable
2/13/88
10/1/88

PHILLIPS, NIZER, BENJAMIN, KRIM & BALLON
40 WEST 57TH STREET
NEW YORK, NEW YORK 10019

BILLED

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on FEB 20 2001



A handwritten signature in black ink, appearing to read "J. Leach", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (7/00)