

05-17-2001

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



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

5-11-01

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
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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
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

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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

REEL: 002296 FRAME: 0799

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)

<input type="text" value="76/163021"/>	<input type="text"/>	<input type="text"/>
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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.

Kimberly Gambrel

5/9/2001

Name of Person Signing

Signature

Date Signed

CERTIFICATE OF OWNERSHIP AND MERGER

Merging

VARN PRODUCTS CO., INC.

Into

VARNCO HOLDINGS INC.

VARNCO HOLDINGS INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, HEREBY CERTIFIES:

FIRST: That the Corporation was incorporated on December 22, 2000 pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That the Corporation is the owner of all of the issued and outstanding shares of the stock of VARN PRODUCTS CO., INC., a New Jersey corporation ("Varn Products NJ") incorporated on May 29, 1975 pursuant to the New Jersey Business Corporation Act (the "NJBCA").

THIRD: That the laws of the State of New Jersey permit a corporation organized under the laws of New Jersey to merge with a corporation of another jurisdiction.

FOURTH: That the following resolutions of the Corporation, providing for Varn Products NJ to be merged into and survived by the Corporation (the "Varn Products NJ Merger"), were adopted by Unanimous Consent of the Board of Directors to Action Without a Meeting of the Corporation as of the 29th day of December, 2000:

RESOLVED, that the form, terms and provisions of the Certificate of Ownership and Merger to be filed in the State of Delaware in the form attached hereto as Exhibit F (the "Varn Products NJ Delaware Certificate of Merger") and the Certificate of Merger to be filed in the State of New Jersey in the form attached hereto as Exhibit G (the "Varn Products NJ New Jersey Certificate of Merger"), merging Varn Products NJ with and into the Corporation, with the Corporation as the surviving corporation (the "Surviving Corporation"), be, and they hereby are, approved;

RESOLVED, that at the effective time of the Varn Products NJ Merger (the "Varn Products NJ Merger Effective Time") each of the officers of the Corporation shall remain in office;

RESOLVED, that the Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation;

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/29/2000
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RESOLVED, that the By-Laws of the Corporation shall be the By-Laws of the Surviving Corporation;

RESOLVED, that at the Varn Products NJ Merger Effective Time each share of Common Stock of the Corporation issued and outstanding immediately prior to the Varn Products NJ Merger Effective Time shall be continue as one share of Common Stock, of the Surviving Corporation;

RESOLVED, that at the Varn Products NJ Merger Effective Time each share of Common Stock of Varn Products NJ issued and outstanding immediately prior to the Varn Products NJ Merger Effective Time shall be cancelled;

RESOLVED, that the President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, or any Assistant Secretary of the Corporation (each, an "Authorized Officer") of the Corporation be, and each of them hereby is, authorized and directed on behalf of the Corporation to execute, acknowledge and file the Varn Products NJ Delaware Certificate of Merger with the Secretary of State of the State of Delaware in accordance with Section 253 of the DGCL and the Varn Products NJ Certificate of Merger with the Secretary of State of the State of New Jersey in accordance with Section 14A:10-4.1 of the NJBCA; and

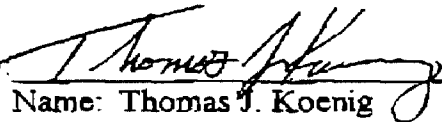
FURTHER RESOLVED, each Authorized Officer be, and hereby is, authorized to take such other actions as he or she may deem necessary or advisable in order to effect the Varn Products NJ Merger.

FIFTH: That notwithstanding anything to the contrary, the Varn Products NJ Merger may be terminated and abandoned by the Board of Directors at any time prior to the filing of this Certificate.

SIXTH: That notwithstanding the date of the filing of this Certificate, the effective date of the Varn Products NJ Merger shall be December 30, 2000.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be
executed by a duly authorized officer thereof as of this 28th day of December,
2000.

VARNCO HOLDINGS INC.

By: 
Name: Thomas J. Koenig
Title: Vice President and Chief
Financial Officer

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VARN PRODUCTS CO., INC.", A NEW JERSEY CORPORATION, WITH AND INTO "VARNCO HOLDINGS INC." UNDER THE NAME OF "VARNCO HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0885621

DATE: 12-29-00

RECORDED: 05/11/2001

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