

05-22-2001

FORM PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101724715

5-15-01
Tab settings → → →

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **VARNCO HOLDINGS INC.**

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State **(DE)**
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 13, 2001

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

Name: **VARN INTERNATIONAL, INC.**
 Internal Address: _____
 Street Address: 8 Allerman Road
 City: Oakland State: NJ ZIP: 07436

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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

RECEIVED
 2001 MAY 15 PM 2:11
 ASSIGNMENT SERVICES
 DIVISION

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

A. Trademark Application No.(s) **75/537,379**

B. Trademark Registration No.(s) **2,179,560 ; 1,649,863 ; 1,661,335 ; 1,394,569 ; 1,329,244 ; 1,331,489 ; 1,329,131 ; 2,079,248 ; 2,350,394**

Additional numbers attached? Yes No

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

Name: Jason A. Cohen, Esq.
 Internal Address: Simpson Thacher & Bartlett

 Street Address: 425 Lexington Avenue

 City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$265.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

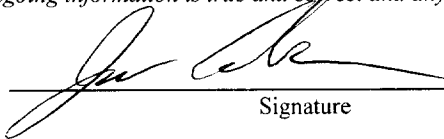
(Attached duplicate copy of this page if paying by deposit account)

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.

Jason A. Cohen, Esq.
Name of Person Signing


Signature

5/11/01
Date

Total number of pages comprising cover sheet: 5

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

TRADEMARK
REEL: 002300 FRAME: 0131

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VARNCO HOLDINGS INC.", CHANGING ITS NAME FROM "VARNCO HOLDINGS INC." TO "VARN INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

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

3333408 8100

010073098



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0972668

DATE: 02-14-01

TRADEMARK

REEL: 002300 FRAME: 0132

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/14/2001
010079098 - 3333408

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
VARNCO HOLDINGS INC.

Varnco Holdings Inc. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the Corporation is Varnco Holdings Inc.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Articles First and Second thereof and by substituting in lieu of said Articles the following new Articles:

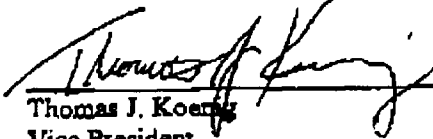
"FIRST: The name of the Corporation is Varn International, Inc.

SECOND: The Corporation's registered office in the State of Delaware is at 9 East Loockerman Street, Suite 1B, Dover, Delaware 19901, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc."

3. The amendments of the Certificate of Incorporation have been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed as of the 13th day of February, 2001.

VARNCO HOLDINGS INC.


Thomas J. Koerps
Vice President

TRADEMARKS AND TRADEMARK LICENSES

REGISTERED TRADEMARKS

<u>Trademarks</u>	<u>Registration Number</u>	<u>Holder</u>
FOUNTAINPURE	2,179,560	Varn Products Company, Inc.
ECOLOGY THROUGH TECHNOLOGY	1,649,863	Varn Products Company, Inc.
OVERNITE	1,661,335	Varn Products Company, Inc.
BLUE VELVET	1,394,569	Varn Products Company, Inc.
KOMPAC	1,329,244	Varn Products Company, Inc.
VARN	1,331,489	Varn Products Company, Inc.
VARN and Flask (Design)	1,329,131	Varn Products Company, Inc.
KOMPAC VAC	2,079,248	Varn Products Company, Inc.
COLORMATIC	2,350,394	Varn Products Company, Inc.

TRADEMARK APPLICATIONS

<u>Trademarks</u>	<u>Serial Number</u>	<u>Holder</u>
WEB-PRO	75/537379	Varn Products Company, Inc.

SIMPSON THACHER & BARTLETT

425 LEXINGTON AVENUE
NEW YORK, N.Y. 10017-3954
(212) 455-2000

FACSIMILE (212) 455-2502

DIRECT DIAL NUMBER

(212) 455-2365

E-MAIL ADDRESS

JACohen@stblaw.com

BY EXPRESS MAIL

May 11, 2001

Re: Recordation of Change of Name

Commissioner of Patents and Trademarks
U.S. Patent and Trademark Office
Assignment Division
1213 Jefferson Davis Hwy, 3rd Floor
Arlington, VA 22202

RECEIVED
2001 MAY 15 PM 2:11
ASSIGNMENT SERVICES
DIVISION

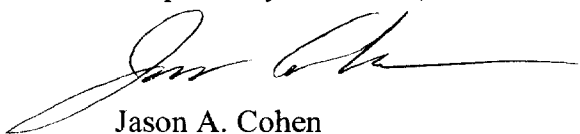
Dear Madam or Sir:

Enclosed for recording please find a Change of Name in favor of Varn
International, Inc., covering 10 U.S. trademark registrations and applications.

A check for \$265 is enclosed to cover the filing fee. Please return
confirmation of this filing to me at my firm's address as listed above.

Thank you for your consideration.

Respectfully submitted,



Jason A. Cohen

Enclosure

COLUMBUS

LOS ANGELES

PALO ALTO

LONDON

HONG KONG

TOKYO

SINGAPORE

RECORDED: 05/15/2001

TRADEMARK
REEL: 002300 FRAME: 0136