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FORM PTO-1594 (Rev. 6-93)

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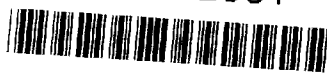
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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0017 (exp. 4/94)



Tab settings 678 TM 679 TM

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To the Honorable Commissioner of Patents and Trademarks original documents or copy thereof.

1. Name of conveying party(ies): STEP II
 TECHINT COMPAGNIA TECNICA INTERNAZIONALE S.P.A.
WRD 5.22-01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Italian joint stock company

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

2. Name and address of receiving party(ies)
 Name: TECHINT COMPAGNIA TECNICA INTERNAZIONALE S.P.A.
 Internal Address: _____
 Street Address: Via Monte Rosa n. 93
 City: Milano State: Italy ZIP: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Italian joint stock company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other change of address

Execution Date: 5 November 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,895,902 -- VIC
1,901,469 -- HDM

Additional numbers attached? Yes No

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

Name: Herbert Dubno, Esq.
 Internal Address: _____

c/o The Firm of Karl F. Ross, P.C.
 Street Address: 5676 Riverdale Ave.
Suite 310
 City: Riverdale (Bronx) State: NY ZIP: 10471

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 65E
18-2025
 (Attach 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.

Herbert Dubno, Esq. *[Signature]* 22 May 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

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

1b

STEP II



1,895,900 VIC
1,901,469 HLM

Renzo Rosi, Notary,
Via Venezia No. 28, Milan
Tel. 76022366 - 76022150

[At the top of the page: illegible seal and revenue stamp. In the right-hand margin: registered in Milan, public deeds, on 5.11.98, No. 38941 71/M, series 1A, Lit. 252,000, Director, illegible signature].

File No. 175.566

Volume No. 10.804

MINUTES OF MEETING

Republic of Italy

On this, the 28th (twentyeighth) day of October 1998 (nineteen hundred and ninety-eight).

28 OCTOBER 1998

In Milan, in the building at Corso Venezia No. 48. Before me, Dr. RENZO ROSI, resident in Milan, notary enrolled with the Association of Notaries in Milan, the following appeared in person:

ANTONINO CRAPAROTTA, engineer, born in La Spezia on 30 January 1946, domiciled for business purposes in Milan, at Corso Venezia No. 48, company director, Said appearing party, of whose personal identity I, as Notary, am certain, having expressly waived with my consent the presence of witnesses to the present deed, declares to me that today, at this time and in this location, with the summons notice published in the Official Gazette of the Republic of Italy, No. 233 dated 6 October 1998, page No. 8, the meeting - in

first session - of the shareholders of the company called

"TECHINT - COMPAGNIA TECNICA INTERNAZIONALE S.P.A." is called, said company having its head office in Milan, at Corso Venezia No. 48, with a paid-up share capital of Lit. 20,000,000,000 and tax code/VAT number 00753410158, entered in the Register of Companies of Milan under number 57359, with duration until 31 December 2050, as resulting from the by-laws attached to the minutes of the meeting under my hand and seal dated 8 January 1997, file No. 171883/10397 (registered in Milan, public deeds, on 23 January 1997, No. 319, 71/M, series 1/B, with Lit. 250,200), of which Company said appearing party declares that he is executive Vice Chairman, in order to discuss and resolve upon the following

AGENDA

Extraordinary Matters:

1 - Transfer of the registered office and modification of Article 2 of the company by-laws;

[OMISSIS]

resolves

1) to transfer, with effect from 1 January 1999, the address of the registered office of the company from Milan, Corso Venezia No. 48, to Via Monte Rosa No. 93 in Milan, consequently modifying Article 3 of the company by-laws as follows:

"Art. 3) The company has its head office in Via Monte Rosa No. 93, Milan. The company has the right to set up elsewhere, including abroad, branches, offices,

- 2 -

secondary offices and representative agencies, and also close them down.";

[OMISSIS]

The appearing party therefore delivers to me the company by-laws, updated with today's modification, which, signed by the appearing party and by myself Notary, is attached to these minutes under letter "A".

It being 12.00 (twelve hundred) hours and nothing else remaining to be decided upon with regard to the extraordinary matters in the agenda, the meeting now considers the routine matters therein, carrying out of which the appearing party declares to me will be recorded in separate minutes drafted in administrative format.

I hereby give notice of the above with the present minutes, closed at 12.00 (twelve hundred) hours, made known by reading by myself, the Notary, to the appearing party, who approves it and signs it, expressly exempting me from reading the attachment.

This deed consists of two sheets typewritten by a person in whom I trust and completed by myself, Notary, on five full sides.

Signed: Antonino Craparotta

Signed: Dr. Renzo Rosi, Notary

A copy drafted on 5 sheets, complying with the original in my records, reading of the attached by-laws having been omitted.

Milan, 11 January 2001

[Signature and seal of Renzo Rosi].

DOTT. RENZO ROSI
NOTAIO
MILANO - VIALE MAJNO n. 28
TEL. 76022366 - 76022159



1,895,902 VIC

1,901,469 HDM



N. 175.566

di Rep.

N. 10.804

di Racc.

VERBALE DI ASSEMBLEA

Repubblica Italiana

Addì 28 (ventotto) ottobre 1998 (millenovecentonovantotto),
alle ore 11,40 (undici e minuti quaranta).

28. OTTOBRE 1998

In Milano, nel palazzo di Corso Venezia n. 48.

Avanti a me Dr. RENZO ROSI, Notaio residente a Milano, iscrit-
to presso il Collegio Notarile di Milano, è personalmente com-
parso il signor:

CRAPAROTTA Dott. Ing. ANTONINO, nato a La Spezia il 30 gennaio
1946, domiciliato per la carica in Milano, Corso Venezia n.
48, dirigente d'azienda.

Detto Comparente, della cui identità personale io Notaio sono
certo, previa rinuncia dal medesimo espressa, col mio consen-
so, alla assistenza dei testimoni al presente atto, mi dichia-
ra che per oggi, a quest'ora ed in questo luogo, con avviso di
convocazione pubblicato sulla Gazzetta Ufficiale della Repub-
blica Italiana n. 233 del 6 ottobre 1998 pagina n. 8, è indet-
ta, in prima adunanza, l'assemblea degli azionisti della so-
cietà denominata

"TECHINT - COMPAGNIA TECNICA INTERNAZIONALE S.P.A."

con sede in Milano, Corso Venezia n. 48, con il capitale di L.
20.000.000.000 versato, avente il codice fiscale - partita IVA
n. 00753410158, iscritta al Registro Imprese di Milano al nu-

REGISTRATO A MILANO

Atti Pubblici

Il 5.11.98

N.° 38941 71/M

Serie 1A

L. 252.000

DIRETTORE

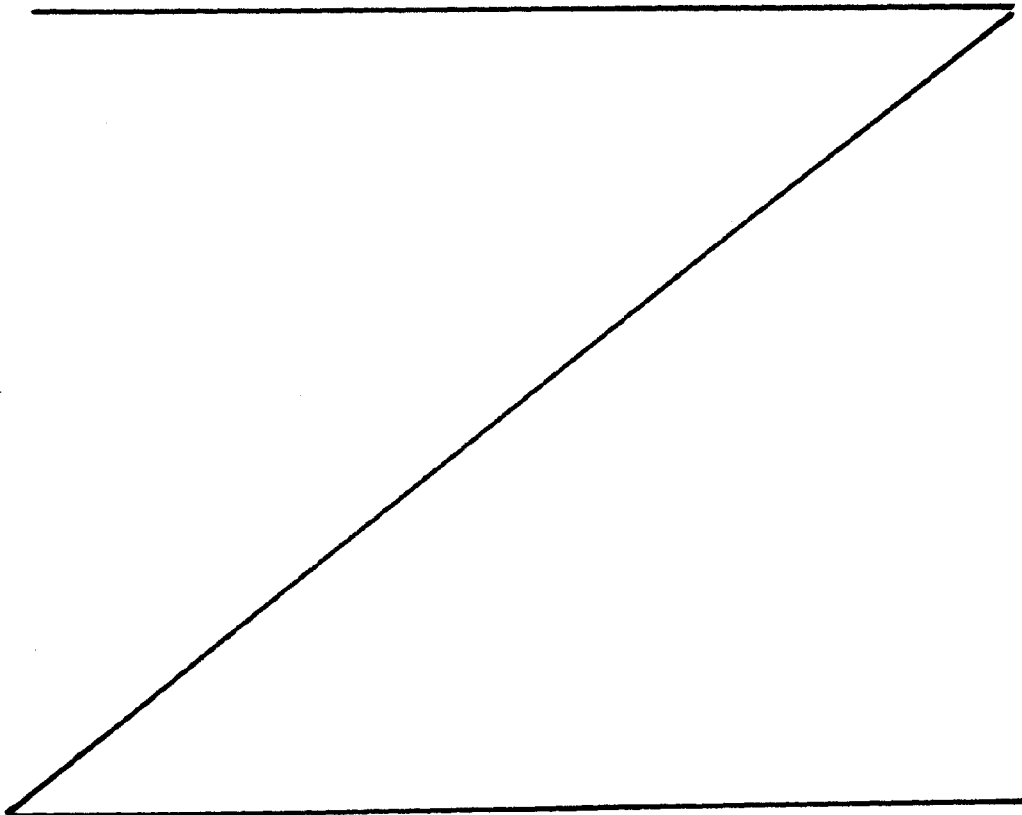
mero 57359, con durata fino al 31 dicembre 2050, a risultanza dello statuto sociale allegato al verbale di assemblea a mio rogito in data 8 gennaio 1997 n. 171883/10397 di rep. (registrato a Milano, atti pubblici, il 23 gennaio 1997 n. 319, 71/M, serie 1/B, con L. 250.200), della quale Società esso Comparsente dichiara di essere il Vice Presidente Esecutivo, per discutere e deliberare sul seguente

ORDINE DEL GIORNO

Parte Straordinaria :

1 - Trasferimento della sede legale e modifica dell'art. 2 dello statuto sociale;

(...OMISSIS...)



(... OMISSIS ...)

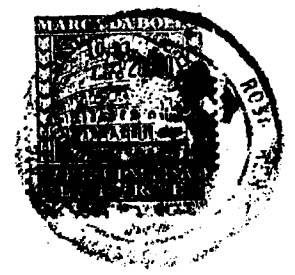
d e l i b e r a

1) di trasferire, con effetto dall'1 gennaio 1999, l'indirizzo della sede legale della società da Milano, Corso Venezia n. 48, sempre in Milano, ma in Via Monte Rosa n. 93, modificando in conseguenza l'articolo 3° dello statuto sociale, come segue:

"Art. 3) La società ha sede in Milano, Via Monte Rosa n. 93.

La società ha facoltà di istituire altrove, anche all'estero, filiali, uffici, succursali, sedi secondarie, agenzie e rappresentanze e di sopprimerle.";

(... OMISSIS ...)



Il Comparente mi consegna, quindi, lo statuto sociale, aggiornato con l'odierna modificazione, che, firmato dal Comparente stesso e da me Notaio, si allega a questo verbale sotto la lettera "A".

Essendo le ore 12 (dodici) e null'altro dovendosi deliberare sulla parte straordinaria dell'ordine del giorno, l'assemblea passa alla trattazione della parte ordinaria dello stesso, del cui svolgimento il Comparente mi dichiara verrà fatto constare da separato verbale redatto in forma amministrativa.

Del che do atto col presente verbale, chiuso alle ore 12 (dodici), che viene pubblicato mediante lettura da me Notaio datale al Comparente, che lo approva e meco lo sottoscrive, dispensandomi espressamente dalla lettura dell'allegato.

Consta questo atto di due fogli scritti con mezzo meccanografico da persona di mia fiducia e da me Notaio completato, per cinque intere facciate.

F.to : Antonino Craparotta

" " Dr. Renzo Rosi, Notaio.

1 copia stesa su N° *5* fogli, conforme all'originale nei miei atti, *omesso lo statuto allegato*
 Milano, 11 GENNAIO 2001

Renzo Rosi

