

6-15-01

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101757907

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

1. Name of conveying party(ies): Wheaton Holding, Inc.

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation - State Delaware  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?     YES     NO

3. Nature of Conveyance:  
 Assignment                                       Merger  
 Security Agreement                               Change of Name  
 Other \_\_\_\_\_

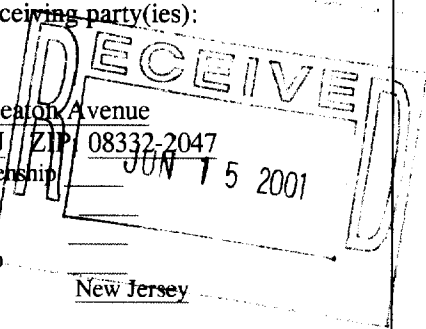
Execution Date: June 14, 1995

2. Name and address of receiving party(ies):  
Name: Wheaton Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 1101 Wheaton Avenue  
City: Millville State: NJ ZIP: 08332-2047

Individual(s) Citizenship \_\_\_\_\_  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation - State New Jersey  
 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 number(s):  
If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Trademark Application Number(s) \_\_\_\_\_      B. Trademark Registration No.(s) 1,900,212

Additional number(s) attached?     YES     NO

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

Internal Address: Ratner & Prestia

Street Address: Suite 301, One Westlakes, Berwyn,  
P.O. Box 980

City: Valley Forge    State: PA    ZIP: 19482-0980

6. Total number of applications and registrations involved: \_\_\_\_\_

7. Total fee (37 CFR 3.41):      \$ 40.00  
 Enclosed      Check No. 18411  
 Authorized to be charged to deposit account

8. Deposit account number: 18-0350  
(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.*

Benjamin E. Leace  
Name of Person Signing                                      Benjamin E. Leace                                      Signature                                      6/13/01                                      Date

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

06/20/2001 DBYRNE 00000011 1900212  
OMB No. 0651-0011 (exp. 4/94)  
40.00 BP

Do not detach this portion  
Mail documents to be recorded with required cover sheet information to:  
**Commissioner of Patents and Trademarks**  
**Box Assignments**  
**Washington, D.C. 20231**

FILED

CERTIFICATE OF MERGER  
 PURSUANT TO SECTIONS 14A:10-5.1 AND 14A:10-7(b)  
 OF THE NEW JERSEY BUSINESS CORPORATION ACT

JUN 16 1995

LONNA R. HOOKS  
 Secretary of State

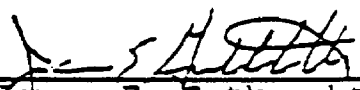
Pursuant to Sections 14A:10-5.1 and 14A:10-7(b) of the New Jersey Business Corporation Act, the undersigned corporations hereby execute the following Certificate of Merger and certify as follows:

1. The names of the merging corporations are Wheaton Inc., a corporation organized and existing under the laws of the State of New Jersey, and Wheaton Holding, Inc., a corporation organized and existing under the laws of the State of Delaware.
2. The name of the surviving corporation is Wheaton Inc.
3. Attached hereto as Exhibit A is the Plan of Merger (the "Plan"), duly adopted and approved by the Board of Directors of Wheaton Inc. on June 14, 1995 authorizing and approving the merger (the "Merger") of Wheaton Holding, Inc. with and into Wheaton Inc., with Wheaton Inc. as the surviving corporation.
4. There are 100 outstanding shares of common stock of Wheaton Holding, Inc. all of which are owned by Wheaton Inc.
5. The Merger shall be effective, for accounting and all other purposes, as of June 16, 1995 (the "Effective Date").
6. As of the Effective Date of the Merger, Wheaton Holding, Inc. will have complied with all requirements of the State of Delaware necessary to complete the Merger; specifically, Wheaton Holding, Inc. will have complied with Section 252 of Delaware's General Corporation Law, which provides for the merger of domestic and foreign corporations.

This Certificate of Merger is executed this 14th day of June, 1995.

WHEATON INC.

Attest:

  
James E. Gutknecht  
Secretary

By:

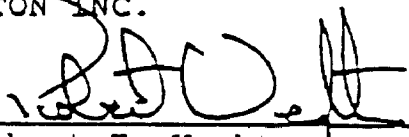
  
Robert I. Veghte  
President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made as of this 14th day of June, 1995, by and between Wheaton Inc., a corporation duly organized and existing under the laws of the State of New Jersey ("Wheaton") and Wheaton Holding, Inc., a corporation duly organized and existing under the laws of the State of Delaware ("Holding").

WHEREAS, Wheaton is the sole shareholder of Holding;  
and

WHEREAS, the board of directors of Wheaton has determined that it is in the best interest of Wheaton for Holding to merge into Wheaton; and

WHEREAS, this Agreement and Plan of Merger will be submitted to Wheaton for its approval;

NOW THEREFORE, in consideration of the mutual covenants and premises contained herein, the parties hereto agree as follows:

ARTICLE I

1.1 On the Effective Date (as hereinafter defined), Holding shall be merged with and into Wheaton (the "Merger"), with Wheaton being the surviving corporation and continuing its corporate existence under the laws of the State of New Jersey, the separate existence of Holding shall cease, and the Merger shall in all respects have the effect provided for in Section 14A:10-6 of the New Jersey Business Corporation Act and in Section 259 of the General Corporation Law of Delaware.

1.2 From and after the Effective Date, the Certificate of Incorporation of Wheaton, as the surviving corporation, shall be the Certificate of Incorporation of Wheaton as in effect immediately prior to the Effective Date, without alteration or amendment. Thereafter, the Certificate of Incorporation of Wheaton shall be subject to amendment, alteration or repeal as provided therein or by applicable law.

1.3 From and after the Effective Date, the By-laws of Wheaton, as the surviving corporation, shall be the By-laws of Wheaton as in effect immediately prior to the Effective Date, without alteration or amendment. Thereafter, the By-laws of Wheaton shall be subject to amendment, alteration or repeal as provided therein or by applicable law.

1.4 A Certificate of Ownership and Merger shall be delivered to the office of the Secretary of State of Delaware and recorded in the office of the recorder of New Castle County, Delaware. A Certificate of Merger shall be filed with the Secretary of the State of New Jersey. Prior to and from and after the Effective Date, Wheaton and Holding and their respective officers and directors shall take all such action as

shall be necessary or appropriate in order to effectuate the Merger.

## ARTICLE II

2.1 In exchange for accepting all of the liabilities of Holding existing as of or arising after the Effective Date, Wheaton will receive all of the assets of Holding.

2.2 At the Effective Date each share of stock of Holding issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be cancelled and no stock of Wheaton shall be issued in exchange therefor.

## ARTICLE III

3.1 The persons who shall constitute the Board of Directors of Wheaton immediately after the Effective Date shall be those persons who were serving as Directors of Wheaton immediately prior to the Effective Date.

3.2 The persons who shall constitute the officers of Wheaton immediately after the Effective Date shall be those persons were serving as officers of Wheaton immediately prior to the Effective Date.

## ARTICLE IV

4.1 Prior to the Effective Date, Wheaton and Holding may, by mutual consent of their respective Boards of Directors, amend, modify and supplement this Agreement and Plan of Merger in such manner as may be agreed upon by them in writing.

4.2 This Agreement and Plan of Merger may be terminated and the Merger abandoned by action of the Board of Directors of Wheaton and Holding at any time before a Certificate of Ownership and Merger and a Certificate of Merger has been filed under Delaware and New Jersey law, respectively.

## ARTICLE V

5.1 If this Agreement and Plan of Merger is not terminated or abandoned pursuant to Section 4.2 hereof, the Effective Date shall be as of June 16, 1995.

## ARTICLE VI

6.1 This Agreement and Plan of Merger may be executed in one or more counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, the parties hereto have caused this Agreement and Plan of Merger to be executed by their appropriate officers as of the date first above written.

Wheaton Inc.

By: 

Robert I. Veghte  
President

Wheaton Holding, Inc.

By: 

Robert I. Veghte  
President

U. S. TRADEMARK APPLICATIONS

74-155,839  
74-163,857  
74-163,858  
74-203,495

74-304,345  
74-306,817  
74-339,568  
74-537,978

U. S. TRADEMARK REGISTRATIONS

661,384	1,103,791	1,417,929	1,574,584
751,720	1,125,938	1,419,589	1,576,171
844,090	1,136,635	1,422,620	1,589,751
859,293	1,144,002	1,422,621	1,598,287
859,294	1,159,197	1,429,954	1,599,434
866,340	1,172,035	1,429,955	1,600,464
894,096	1,176,262	1,429,956	1,600,598
896,009	1,185,836	1,429,957	1,603,542
903,845	1,245,544	1,429,958	1,636,171
908,567	1,284,055	1,429,959	1,674,126
909,067	1,324,635	1,429,960	1,681,869
952,948	1,338,979	1,452,971	1,715,187
968,965	1,359,235	1,476,573	1,726,953
1,016,028	1,363,042	1,485,260	1,738,375
1,033,607	1,388,951	1,490,954	1,085,539
1,038,722	1,410,248	1,500,299	1,138,646
1,074,037		1,568,250	1,860,801
1,076,326		1,574,171	1,878,499