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07-02-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

6-13-01

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To the Honorable Commissioner of Patents

101765856

attached original documents or copy thereof.

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

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

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: January 27, 1999

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

Name: Wheaton USA 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
- 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

06-13-2001

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.

U.S. Patent & TMO/TM Mail Form Dt. #66

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: _____

OMB No. 0651-0011 (exp. 4/94)

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

CERTIFICATE OF AMENDMENT TO THE AMENDED
AND RESTATED CERTIFICATE OF INCORPORATION

OF

LAWSON MARDON WHEATON INC.

FILED

CGW
JAN 27 1999

James A. DiIuliano, Jr.
State Treasurer

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Sections 14A:9-1 (2) (a), 14A:9-2 (4) and 14A:9-4 (3) of the New Jersey Business Corporation Act, LAWSON MARDON WHEATON INC., a New Jersey corporation (the "Corporation"), hereby executes the following Certificate of Amendment to its Amended and Restated Certificate of Incorporation:

1. The name of the Corporation is Lawson Mardon Wheaton Inc.
2. The following amendment (the "Amendment") to the Amended and Restated Certificate of Incorporation of the Corporation was approved by the directors and thereafter duly adopted by the holder of shares of Common Stock, par value \$3.00 per share ("Common Stock"), of the Corporation, without a meeting pursuant to the written consent of the shareholder entitled to consent to the adoption of the Amendment solicited on September 25, 1998.

RESOLVED, that the following amendment (the "Amendment") to the Amended and Restated Certificate of Incorporation of the Corporation, constituting a restatement of Article FIRST thereof, be and the same is hereby approved:

"FIRST" The name of the corporation is Wheaton USA Inc. (the "Corporation").

3. The number of shares of Common Stock entitled to vote thereon was 100.


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539177
1030347

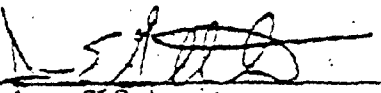
4. The holder of 100 shares of Common Stock consented in writing to the adoption of the Amendment.

Dated: January 27, 1999

LAWSON MARDON WHEATON INC.

By: 
J. Robertson Maslyer
Vice President and Secretary

ATTEST:


James E. Gidycz
Assistant Secretary

(SEAL)



CERTIFICATE OF AMENDMENT TO THE AMENDED
AND RESTATED CERTIFICATE OF INCORPORATION
OF
WHEATON INC.

NCB
FILED

JUN 18 1996

To: The Secretary of State
State of New Jersey

LONNA B. HOOKS
Secretary of State

112,0185

Pursuant to the provisions of Sections 14A:9-1(2)(a),
14A:9-2(4) and 14A:9-4(3) of the New Jersey Business Corporation
Act, WHEATON INC., a New Jersey corporation (the "Corporation"),
hereby executes the following Certificate of Amendment to its
Amended and Restated Certificate of Incorporation:

1. The name of the Corporation is Wheaton Inc.
2. The following amendment (the "Amendment") to
the Amended and Restated Certificate of Incorporation
of the Corporation was approved by the directors
and thereafter duly adopted by the holder of
shares of Common Stock, par value \$.001 per
share ("Common Stock"), of the Corporation,
without a meeting, pursuant to the written consent
of the shareholder solicited on May 22, 1996, the
date for the determination of shareholders entitled
to consent to the adoption of the Amendment:

9270080000

RESOLVED, that the following amendment (the "Amendment") to the Amended and Restated Certificate of Incorporation of the Company, constituting a restatement of Article FIRST thereof, be and the same is hereby approved:

"FIRST: The name of the corporation is Lawson Gordon Wheaton Inc. (the "Corporation")."

1. The number of shares of Common Stock entitled to vote thereon was 120.
4. The holder of 100 shares of Common Stock consented in writing to the adoption of the Amendment.


Dated: June 10, 1996

WHEATON INC.

BY: 

J. Robertson MacIver
Vice President

ATTEST:



William O'Kane
Assistant Secretary

(SEAL)

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:

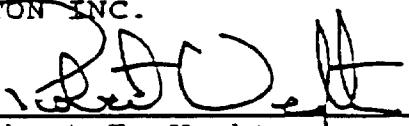

Robert I. Veghte
President

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

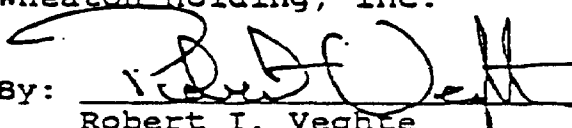
6.1 This Agreement and Plan of Merger may be executed in one or more counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

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

SPECIMEN/FACSIMILE

REGISTRANT: Wheaton USA, Inc.

MARK: CELL OPTIMIZER SYSTEM

REGISTRATION NO.: 1,900,212

REGISTRATION DATE: June 13, 1995

INTERNATIONAL CLASS: 9

WHEATON

1501 N 10TH ST • MILLVILLE NJ 08332-2093 USA

REORDER

WI055100-A

CELL OPTIMIZER SYSTEM®

1 LITER. NORTH AMERICAN LINE CORD

1 CASE

1 PIECE

