

08-24-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

B. 240

1. Name of conveying party(ies):

Delaser Acquisition Corporation

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

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

2. Name and address of receiving party(ies)

Name: Redi-L Corp.

Internal Address: _____

Street Address: 5 Audrey Place

City: Fairfield State: NJ Zip: 07004

- 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
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: August 20, 2001

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

A. Trademark Application No.(s)

75508163

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Steven R. Antico, Esq.

Internal Address: Cole, Schotz, Meisel,
Forman & Leonard, P.A.

Street Address: Court Plaza North
25 Main Street

City: Hackensack State: NJ Zip: 07601

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Steven R. Antico, Esq.

Name of Person Signing
00000022 75508163

Signature

August 20, 2001

Date

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

29

08/27/2001 DBYRNE

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40.00

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

TRADEMARK
REEL: 002354 FRAME: 0733

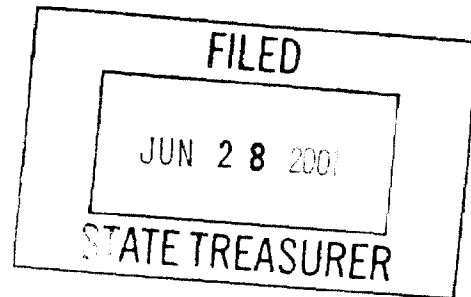
CERTIFICATE OF MERGER

OF

DELASER ACQUISITION CORPORATION

WITH AND INTO

REDI-L CORP.



**TO: Secretary of State
State of New Jersey**

Pursuant to the provisions of Section 14A:10-4.1 of the New Jersey Business Corporation Act, it is hereby certified that:

1. Delaser Acquisition Corporation, a corporation organized and existing under the laws of the State of New Jersey ("Delaser"), shall be merged with and into Redi-L Corp., a corporation organized and existing under the laws of the State of New Jersey ("Redi-L").

2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger ("Plan of Merger") for merging Delaser with and into Redi-L, as approved by the board of directors and the shareholders entitled to vote of each of said merging corporations.

3. The number of shares of Delaser which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is One Thousand (1,000) shares of common stock, all of which are of one class. The Plan of Merger was approved by the board of directors and all of the shareholders of Delaser entitled to vote pursuant to a joint written consent of the board of directors and shareholders entitled to vote; and the number of shares of common stock represented by such consent is One Thousand (1,000) shares of common stock. Said joint written consent and approval is dated June 22, 2001.

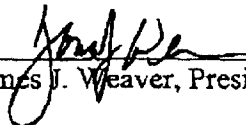
4. The number of shares of Redi-L which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is Eleven Million Two Hundred Fifty Thousand (11,250,000) shares of common stock, all of which are of one class. The Plan of Merger was approved by the board of directors and all of the shareholders of Redi-L entitled to vote pursuant to a joint written consent of the board of directors and shareholders entitled to vote; and the number of shares of common stock represented by such consent is Eleven Million Two Hundred Fifty Thousand (11,250,000) shares. Said joint written consent and approval is dated June 22, 2001.

5. Redi-L will continue its existence as the surviving corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act.

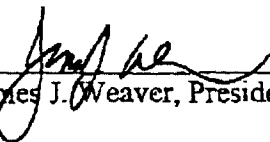
6. The merger provided for herein and in the Plan of Merger shall become effective at the end of the day of filing.

IN WITNESS WHEREOF, DeLaser Acquisition Corporation and Redi-L Corp. have caused this Certificate of Merger to be executed by their proper officers as of the 22nd day of June, 2001.

DeLaser Acquisition Corporation
a New Jersey Corporation

By: 
James J. Weaver, President

Redi-L Corp.
a New Jersey Corporation

By: 
James J. Weaver, President

AGREEMENT AND PLAN OF MERGER
OF
DELASER ACQUISITION CORPORATION
WITH AND INTO
REDI-L CORP.

This Agreement and Plan of Merger ("Agreement and Plan"), adopted pursuant to N.J.S.A. 14A:10-1 of the New Jersey Business Corporation Act (the "Act"), is to effect a merger of Delaser Acquisition Corporation, a New Jersey corporation, with and into Redi-L Corp., a New Jersey corporation.

1. Delaser Acquisition Corporation, a corporation organized and existing under the laws of the State of New Jersey ("Delaser" or the "Merging Corporation"), shall be merged with and into Redi-L Corp., a corporation organized and existing under the laws of the State of New Jersey ("Redi-L" or the "Surviving Corporation").

2. The merger of the Merging Corporation with and into the Surviving Corporation (the "Merger") shall become effective on the date on which a Certificate of Merger shall have been duly executed and filed in the office of the Secretary of State of New Jersey (the "Effective Date").

3. From and after the Effective Date and until further amended as provided by law, the existing Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the Surviving Corporation after the Merger.

4. From and after the Effective Date and until further changed as provided by law, the Certificate of Incorporation or bylaws of the Surviving Corporation, the directors of the Surviving Corporation shall be James J. Weaver and Thomas Buckley.

5. At the Effective Date, each share of the Merging Corporation's stock 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, be cancelled. All of the shares of stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Date shall remain in existence.

6. When the Merger has been effected:

(a) The Surviving Corporation and the Merging Corporation shall be a single corporation, which shall be the Surviving Corporation.

(b) The separate existence of the Merging Corporation shall cease.

(c) The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of New Jersey and shall, in addition, have all the rights, immunities and powers of the Merging Corporation and the Surviving Corporation.

(d) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public as well as of a private nature, of the Merging Corporation and the Surviving Corporation. All property, real, personal and mixed, and all debts, liabilities and obligations due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merging Corporation and the Surviving Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or interest therein, vested in the Merging Corporation and the Surviving Corporation shall not revert or be in any way impaired by reason of the Merger.

(e) The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Merging Corporation and the Surviving Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation and the Surviving Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merging Corporation and the Surviving Corporation shall be impaired by the Merger.

7. Upon receipt of all votes or written consents of the board of directors and the shareholders entitled to vote of the Merging Corporation and the Surviving Corporation as required under law, the Certificate of Incorporation, or the bylaws of the Merging Corporation and the Surviving Corporation, a Certificate of Merger shall be filed with the Secretary of State of the State of New Jersey to effect the Merger.

IN WITNESS WHEREOF, the due execution of this Agreement and Plan of Merger under seal by authority of the Boards of Directors of the Merging Corporation and the Surviving Corporation has been completed this 22nd day of June, 2001.

ATTEST:

Redi-L Corp.
("Surviving Corporation")




Thomas R. Buckley, Secretary

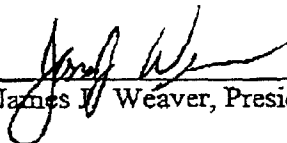
By: 

James I. Weaver, President

Delaser Acquisition Corporation
("Merging Corporation")



Thomas R. Buckley, Secretary

By: 

James I. Weaver, President