FORM PTO-159[illegible] (Modified)
1-31-92

10-11-2001

101870351

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

R SHEET

Attorney Docket No.: 46411-0089-1028

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

1. Name of conveying party(ies):

10521

The Paddington Corporation
a Delaware corporation

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

IDV North America, Inc.
450 Columbus Boulevard
P.O. Box 778
Hartford, Connecticut 06103-1800

OCT - 5 2001

[ ] Individual(s) citizenship:
[ ] Association:
[ ] General Partnership:
[ ] Limited Partnership:
[X] Corporation-State: Connecticut
[ ] Other:

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: [ ] Yes; [X] No

(Designations must be a separate document from Assignment)

3. Nature of conveyance:

[ ] Assignment [X] Merger
[ ] Security Agreement [ ] Change of Name
[ ] Other:

Execution Date: July 1, 1997

Effective Date: July 1, 1997

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

A. Trademark Application No.(s):

B. Trademark Registration Nos.:

1,700,010

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

Maria D. Castner
Morgan, Lewis & Bockius LLP
1800 M Street, N.W.
Washington, D.C. 20036

Telephone: 202-467-7816
Facsimile: 202-467-7176
E-Mail: mcastner@morganlewis.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) Cal. 1 x $40.00 = $ 40.00
0 x $25.00 = $ 00.00
Total $ 40.00

[ ] Authorized to be charged to deposit account

8. Deposit account number: 13-4520

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.

Maria D. Castner
Name of Person Signing

Signature

October 5, 2001
Date

Total number of pages including cover sheet, attachments and document: 11

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

10/11/2001 LMUELLER 00000048 1700010
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1-WA/1685337.1

FILING #0001731269 PG 01 OF 10 VOL B-00131
FILED 07/01/1997 11:41 AM PAGE 03388
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF MERGER

OF

PALACE BRANDS, INC.
A Delaware Corporation,

HEUBLEIN MARKETING, INC.
A Delaware Corporation

And

THE PADDINGTON CORPORATION
A Delaware Corporation

With and Into

IDV NORTH AMERICA, INC.
A Connecticut Corporation

Pursuant to Section 33-818
of the Connecticut General Statutes

1. The Plan of Merger is as provided in each of the separate Plans of Merger attached hereto as Exhibits A, B and C and made a part hereof (collectively, the "Plan"). The Plan provides for the merger of Palace Brands, Inc., Heublein Marketing, Inc. and The Paddington Corporation, each a Delaware corporation ("PBC," "HMI," and "TPC," respectively), with and into IDV North America, Inc., a Connecticut stock corporation ("IDV"), which will be the surviving corporation.

2. The name of the surviving corporation after the mergers is "IDV North America, Inc."

3. The Plan was adopted by PBC in the following manner:

a. Shareholders. Pursuant to Section 33-818(a) of the Connecticut Business Corporation Act (the "CBCA"), approval of the Plan by the shareholders of PBC is not required.

HART01-137753-3
41930-00100
June 25, 1997 7:15 pm

b. Board of Directors. The Plan was approved by resolution duly adopted by the Board of Directors of PBC.

4. The Plan was adopted by HMI in the following manner:

a. Shareholders. Pursuant to Section 33-818(a) of the CBCA, approval of the Plan by the shareholders of HMI is not required.

b. Board of Directors. The Plan was approved by resolution duly adopted by the Board of Directors of HMI.

5. The Plan was adopted by TPC in the following manner:

a. Shareholders. Pursuant to Section 33-818(a) of the CBCA, approval of the Plan by the shareholders of TPC is not required.

b. Board of Directors. The Plan was approved by resolution duly adopted by the Board of Directors of TPC.

6. The Plan was adopted by IDV in the following manner:

a. Shareholders. Pursuant to Section 33-818 (a) of the CBCA, approval of the Plan by the shareholders of IDV is not required.

b. Board of Directors. The Plan was approved by resolution duly adopted by the Board of Directors of IDV.

Dated July 1, 1997, at Hartford, Connecticut.

TRADEMARK
REEL: 002381 FRAME: 0686

We hereby declare, under the penalties of false statement, that the statements made herein, insofar as they relate to Palace Brands, Inc., are true.

Palace Brands, Inc.

By Laurence D. Pollack
Name: Laurence D. Pollack
Title: President/C.E.O.

By Mary J. Kramer
Name: MARY J. KRAMER
Title: ASSISTANT SECRETARY

We hereby declare, under the penalties of false statement, that the statements made herein, insofar as they relate to Heublein Marketing, Inc., are true.

Heublein Marketing, Inc.

By C A Phillips
Name: Charles A. Phillips
Title: President

By Mark A. Schlenker
Name: Mark A. Schlenker
Title: Ass't Sec.

HART01-137753-3
41930-00000
June 25, 1997 7:15 pm

We hereby declare, under the penalties of false statement, that the statements made herein, insofar as they relate to The Paddington Corporation, are true.

The Paddington Corporation

By _____
Name: Anthony A. Fogliano
Title: President

By _____
Name: Mark A. Schlossberg
Title: Asst Sec.

We hereby declare, under the penalties of false statement, that the statements made herein, insofar as they relate to IDV North America, Inc., are true.

IDV North America, Inc.

By _____
Name: Mark A. Schlossberg
Title: Asst Sec.

By _____
Name: Charles A. Phillips
Title: President

HARTD1-137753-3
41930-00000
June 25, 1997 7:15 pm

FILING #0001731269 PG 05 OF 10 VOL B-00131
FILED 07/01/1997 11:41 AM PAGE 03392
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

EXHIBIT A

PLAN OF MERGER OF PALACE BRANDS, INC. WITH AND INTO IDV NORTH AMERICA, INC.

JULY 1, 1997

This Plan of Merger is entered into by and between Palace Brands, Inc., a Delaware corporation ("Subsidiary") and IDV North America, Inc., a Connecticut corporation ("Parent") as of this 1st day of July, 1997.

Subsidiary and Parent hereby agree that, effective on July 1, 1997, Subsidiary shall merge with and into Parent pursuant to Section 33-818 of the Connecticut General Statutes (the "Merger") upon the following terms:

1. The name of Parent is IDV North America, Inc., a Connecticut corporation.

2. The name of Subsidiary is Palace Brands, Inc., a Delaware corporation.

3. Parent shall be the surviving corporation.

4. All of the outstanding shares of stock of Subsidiary shall be canceled and distinguished in the Merger, without any conversion thereof into shares of Parent.

5. The Certificate of Incorporation and the Bylaws of Parent, as in effect immediately prior to the Merger, shall remain (until amended or repealed) Parent's Certificate of Incorporation and Bylaws, respectively, on and after the effective date of the Merger.

6. The directors and officers of Parent shall be and remain (until their successors have been elected and qualified or until their earlier resignation or removal) Parent's directors and officers on and after the date of the Merger.

7. The officers of Parent and Subsidiary are, and each of them hereby is, authorized to prepare, execute, file and record (a) a Certificate of Merger in the State of Connecticut pursuant to the provisions of Section 33-819 of the Connecticut General Statutes, and (b) a Certificate of Ownership and Merger pursuant to the provisions of Section 103 of the Delaware General Corporation Law.

8. Pursuant to Section 252 of the Delaware General Corporation Law, Parent agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of

TRADEMARK
REEL: 002381 FRAME: 0689

any obligation of Subsidiary, as well as for enforcement of any obligation of Parent arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and Parent hereby irrevocably appoints the Secretary of State of the State of Delaware as Parent's agent to accept service of process in any such suit or other proceeding and a copy of any such service accepted shall be forwarded to Parent at the following address:

IDV North America, Inc.
450 Columbus Boulevard
Hartford, CT 06103-1800

Attn: Mark A. Schlossberg, Esq.

Upon the Merger, title to all real estate and other property owned by Subsidiary will be vested in Parent without reversion or impairment, Parent shall have all liabilities of Subsidiary and any proceedings pending against Subsidiary may be continued as if the Merger did not occur or Parent may be substituted in the proceeding for Subsidiary.

10. This Plan of Merger may be terminated or amended at any time prior to the filing of a Certificate of Merger.

FILING #0001731269 PG 07 OF 10 VOL B-00131
FILED 07/01/1997 11:41 AM PAGE 03394
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

EXHIBIT B

PLAN OF MERGER OF HEUBLEIN MARKETING, INC. WITH AND INTO IDV NORTH AMERICA, INC.

JULY 1, 1997

This Plan of Merger is entered into by and between Heublein Marketing, Inc., a Delaware corporation ("Subsidiary") and IDV North America, Inc., a Connecticut corporation ("Parent") as of this 1st day of July, 1997.

Subsidiary and Parent hereby agree that, effective on July 1, 1997, Subsidiary shall merge with and into Parent pursuant to Section 33-818 of the Connecticut General Statutes (the "Merger") upon the following terms:

1. The name of Parent is IDV North America, Inc., a Connecticut corporation.

2. The name of Subsidiary is Heublein Marketing, Inc., a Delaware corporation.

3. Parent shall be the surviving corporation.

4. All of the outstanding shares of stock of Subsidiary shall be canceled and distinguished in the Merger, without any conversion thereof into shares of Parent.

5. The Certificate of Incorporation and the Bylaws of Parent, as in effect immediately prior to the Merger, shall remain (until amended or repealed) Parent's Certificate of Incorporation and Bylaws, respectively, on and after the effective date of the Merger.

6. The directors and officers of Parent shall be and remain (until their successors have been elected and qualified or until their earlier resignation or removal) Parent's directors and officers on and after the date of the Merger

7. The officers of Parent and Subsidiary are, and each of them hereby is, authorized to prepare, execute, file and record (a) a Certificate of Merger in the State of Connecticut pursuant to the provisions of Section 33-819 of the Connecticut General Statutes, and (b) a Certificate of Ownership and Merger pursuant to the provisions of Section 103 of the Delaware General Corporation Law.

8. Pursuant to Section 252 of the Delaware General Corporation Law, Parent agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of

TRADEMARK
REEL: 002381 FRAME: 0691

any obligation of Subsidiary, as well as for enforcement of any obligation of Parent arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and Parent hereby irrevocably appoints the Secretary of State of the State of Delaware as Parent's agent to accept service of process in any such suit or other proceeding and a copy of any such service accepted shall be forwarded to Parent at the following address:

IDV North America, Inc.
450 Columbus Boulevard
Hartford, CT 06103-1800

Attn: Mark A. Schlossberg, Esq.

9. Upon the Merger, title to all real estate and other property owned by Subsidiary will be vested in Parent without reversion or impairment, Parent shall have all liabilities of Subsidiary and any proceedings pending against Subsidiary may be continued as if the Merger did not occur or Parent may be substituted in the proceeding for Subsidiary.

10. This Plan of Merger may be terminated or amended at any time prior to the filing of a Certificate of Merger.

FILING #0001731269 PG 09 OF 10 VOL B-00131
FILED 07/01/1997 11:41 AM PAGE 03396
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

EXHIBIT C

PLAN OF MERGER OF THE PADDINGTON CORPORATION WITH AND INTO IDV NORTH AMERICA, INC.

JULY 1, 1997

This Plan of Merger is entered into by and between The Paddington Corporation, a Delaware corporation ("Subsidiary") and IDV North America, Inc., a Connecticut corporation ("Parent") as of this 1st day of July, 1997.

Subsidiary and Parent hereby agree that, effective on July 1, 1997, Subsidiary shall merge with and into Parent pursuant to Section 33-818 of the Connecticut General Statutes (the "Merger") upon the following terms:

1. The name of Parent is IDV North America, Inc., a Connecticut corporation.

2. The name of Subsidiary is The Paddington Corporation, a Delaware corporation.

3. Parent shall be the surviving corporation.

4. All of the outstanding shares of stock of Subsidiary shall be canceled and distinguished in the Merger, without any conversion thereof into shares of Parent.

5. The Certificate of Incorporation and the Bylaws of Parent, as in effect immediately prior to the Merger, shall remain (until amended or repealed) Parent's Certificate of Incorporation and Bylaws, respectively, on and after the effective date of the Merger.

6. The directors and officers of Parent shall be and remain (until their successors have been elected and qualified or until their earlier resignation or removal) Parent's directors and officers on and after the date of the Merger.

7. The officers of Parent and Subsidiary are, and each of them hereby is, authorized to prepare, execute, file and record (a) a Certificate of Merger in the State of Connecticut pursuant to the provisions of Section 33-819 of the Connecticut General Statutes, and (b) a Certificate of Ownership and Merger pursuant to the provisions of Section 103 of the Delaware General Corporation Law.

8. Pursuant to Section 252 of the Delaware General Corporation Law, Parent agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of

TRADEMARK
REEL: 002381 FRAME: 0693

any obligation of Subsidiary, as well as for enforcement of any obligation of Parent arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and Parent hereby irrevocably appoints the Secretary of State of the State of Delaware as Parent's agent to accept service of process in any such suit or other proceeding and a copy of any such service accepted shall be forwarded to Parent at the following address:

IDV North America, Inc.
450 Columbus Boulevard
Hartford, CT 06103-1800

Attn: Mark A. Schlossberg, Esq.

9. Upon the Merger, title to all real estate and other property owned by Subsidiary will be vested in Parent without reversion or impairment, Parent shall have all liabilities of Subsidiary and any proceedings pending against Subsidiary may be continued as if the Merger did not occur or Parent may be substituted in the proceeding for Subsidiary.

10. This Plan of Merger may be terminated or amended at any time prior to the filing of a Certificate of Merger.

PATENT AND TRADEMARK OFFICE ACKNOWLEDGEMENT CARD

I. Application

___ A. Basis
  ___ 1. Use
  ___ 2. Intent to Use
  ___ 3. Section 44
___ B. Specimens
___ C. Certified Copy of Foreign Registration
___ D. Drawing
___ E. Self-addressed, stamped Blue Card

II. Prosecution Documents

___ A. Request for Correction of:
  ___ 1. Registration
  ___ 2. Filing Receipt
___ B. Response to Office Action
___ C. Certified Copy of Foreign Registration
___ D. Request for Extension of Time:
  ___ 1. To File Statement of Use
  ___ 2. Pending Acceptance of State of Use
___ E. Statement of Use
___ F. Amendment to Allege Use
___ G. Specimens

III. Post Registration

___ A. Section 8 Declaration
___ B. Section 8 & 15 Declaration
___ C. Section 9 Renewal
___ D. Specimens

File No. 46411-0089-1028

Mark: H.D. BRADBURNS

Atty. Maria D. Lastner

Client: DDV

Billing No.: 46411-0036

Docket: _____

IV. Assignments

___ A. Assignment Agreement (Number of Marks Covered ___)
___ B. Security Interest Agreement (Number of Marks Covered ___)
X C. Change of Name, Merger or Other Transfer Document
___ D. Power of Attorney and Appointment of Domestic Representative
___ E. PTO Recordation Form

V. Inter Parties Proceedings

___ A. Request for ___ Day Extension of Time to File Opposition (orig. + 2)
___ B. Notice of Opposition (orig. + 1)
___ C. Petition to Cancel (orig. + 1)
___ D. Certified Copies of U.S. Registration No(s). _____
___ E. Certificate of Service
___ F. Motion

VI. Payment

X Check No. 112802 for $ 40.00

VII. Other

X A. Cover Letter
___ B. _____

Ser. No. _____

Reg. No. 1,700,010

Opp.\Canc. No. _____

Date: 10/5/01

Leg. Asst. E Seitz

Attorney: _____

Secretary: _____