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

Tab settings

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

1. Name of conveying party(ies): M. Argueso & Co., Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State - New York, 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: April 4, 2001

2. Name and address of receiving party(ies) Name: M. Argueso & Co., Inc.

Internal Address:

Street Address: 441 Waverly Avenue

City: Mamaroneck State: NY Zip: 10543

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 565,907 746,796

Additional number(s) attached Yes No

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

Name: James D. Dee

Internal Address: Two Pitcairn Place Suite 200

Street Address: 165 Township Line Road

City: Jenkintown State: PA Zip: 19046

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: 19-4080

(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.

James D. Dee Name of Person Signing

Signature

October 16, 2001 Date

Total number of pages including cover sheet, attachments, and document: 5

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

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01 FC:481 40.00 CH 02 FC:482 25.00 CH

TRADEMARK REEL: 002391 FRAME: 0073

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"M. ARGUESO & CO., INC.", A NEW YORK CORPORATION,

WITH AND INTO "ARGUESO ACQUISITION CORPORATION" UNDER THE NAME OF "M. ARGUESO & CO., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF APRIL, A.D. 2001, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1063678

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DATE: 04-04-01

TRADEMARK
REEL: 002391 FRAME: 0074

CERTIFICATE OF MERGER

of

M. ARGÜESO & CO., INC.
(a New York corporation)

INTO

ARGÜESO ACQUISITION CORPORATION
(a Delaware corporation)

The undersigned corporations DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
M. Argüeso & Co., Inc. (" <u>Argüeso</u> ")	New York
Argüeso Acquisition Corporation (" <u>Argüeso Acquisition</u> ")	Delaware

SECOND: That an Agreement and Plan of Merger dated as of April 4, 2001 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation of the Merger is Argüeso Acquisition Corporation, which shall hereinwith be changed to M. Argüeso & Co., Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of the surviving corporation shall be its certificate of incorporation with the exception of Article 1 thereof, which shall be amended to read as follows:

"The name of the Corporation is M. Argüeso & Co., Inc."

FIFTH: That the executed Merger Agreement is on file at the office of Argüeso Acquisition Corporation, Two Pitcairn Place, Suite 200, 165 Township Line Road, Jenkintown, PA 19046, Attn: James D. Dee, Esq.

SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Argüeso is as follows:
10,000 shares of common stock, par value \$100, of which 2,717 shares are issued and outstanding and 6,790 shares of common stock are held in the treasury of Argüeso.

EIGHTH: That this Certificate of Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

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IN WITNESS WHEREOF, Argüeso Acquisition Corporation has caused this Certificate of Merger to be signed on its behalf by its duly authorized officer as of the 4th day of April, 2001.

**ARGÜESO ACQUISITION
CORPORATION**, a Delaware corporation

By: *James D. Dee*
Name: *JAMES D. DEE*
Title: *Secretary*

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