

12-21-2001

FORM PTO-1594



U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No. 06047.0999

101923135

To the Honorable Commissioner of Patent and Trademark Office

attached original documents or copy thereof.

1. Name(s) of conveying party(ies):
Axxess Technologies, Inc.

- Individual(s)
- Association
- Limited Partnership
- Corporation
- General Partnership
- Other:



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

Name: The Hillman Group, Inc. **12-18-01**

Address: 9185 South Farmer Avenue
Tempe, Arizona 85284

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other:

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

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: June 1, 2001

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

A. Trademark Application Number(s):

B. Trademark Registration Number(s):

See Attached Exhibit A

Additional numbers attached? Yes No

1994167

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

Name: Monica A. Riva

Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41): \$615

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

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.

Monica A. Riva

Name of person signing

Signature

12/17/01

Date

Total number of pages including cover sheet, attachments and documents: 8
248369_1

12/20/2001 DBYRNE 00000162 1994167

01 FC:481 40.00 OP
02 FC:482 575.00 OP

TRADEMARK
REEL: 002411 FRAME: 0125

EXHIBIT A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
A.D. 2000	1,994,167	08/13/96
AXXESS	1,950,599	01/23/96
AXXESS KEY IDENTIFIER	1,845,341	07/19/94
AXXESS PC	1,754,900	03/02/93
AXXESS+	2,291,087	11/09/99
AXXESS+	1,754,854	03/02/93
AXXESS+ and Design	2,292,512	11/16/99
AXXESS+ and Design	2,295,652	11/30/99
CK and Design	1,526,510	02/28/89
COLE	1,279,617	05/29/84
COLE	1,572,868	12/26/89
COLOR-PLUS	1,166,110	08/25/01
CREDITCARD KEYS	1,486,689	05/03/88
Key Design	1,604,337	07/03/90
KEYS MADE TO WORK	2,291,086	11/09/99
KEYS MADE TO WORK	2,291,088	11/09/99
Miscellaneous Design	1,230,589	03/08/83
NATIONAL KEY	1,519,528	01/10/89
PC+	2,278,994	09/21/99
QUICK-SCRIBE	2,397,105	10/24/00
SABRE	712,471	03/14/61
SHO-BIN	1,528,290	03/07/89
TAG YOUR WORLD	2,277,567	09/14/99
VISUAL IMPACT	1,717,101	09/15/92

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"AXXESS TECHNOLOGIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "THE HILLMAN GROUP, INC." UNDER THE NAME OF
"THE HILLMAN GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 4:01
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JUNE,
A.D. 2001, AT 12:05 O'CLOCK A.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

AUTHENTICATION: 1168397

2963875 8100M

010263366

DATE: 06-04-01

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**WRITTEN CONSENT OF SOLE DIRECTOR
OF
THE HILLMAN GROUP, INC.**

May 31, 2001

The undersigned, being the sole member of the Board of Directors (the "Board") of The Hillman Group, Inc., a Delaware corporation (the "Company"), and acting pursuant to Section 141(f) of the Delaware General Corporation Law (the "DGCL"), by unanimous written consent in lieu of a meeting, as evidenced by the signature set forth below, hereby adopts the following resolutions and agrees that adoption of such resolutions shall be valid and binding with the same force and effect as though such resolutions had been adopted at a meeting of the Board, duly noticed, called and held:

WHEREAS, Axxess Technologies, Inc., a Delaware corporation (the "Subsidiary Corporation"), is a wholly owned subsidiary of the Company; and

WHEREAS, the Board deems it advisable and in the best interests of the Company to have the Subsidiary Corporation merge with and into the Company with the Company continuing as the surviving corporation.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Subsidiary Corporation shall be merged with and into the Company with the Company continuing as the surviving corporation (the "Merger") pursuant to Section 253 of the DGCL; and that the Merger shall become effective and the corporate existence of the Subsidiary Corporation shall cease upon the time and date specified in the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the DGCL with respect to the Merger; and it is further

RESOLVED, that the Company shall be the surviving corporation in the Merger (the "Surviving Corporation"), which shall continue its corporate existence under the DGCL, including the provisions of Section 259 thereof, and shall possess all rights and assets of each of the Company and the Subsidiary (the "Constituent Corporations") in the Merger and be subject to all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the DGCL; and it is further

RESOLVED, that the certificate of incorporation and the bylaws of the Company shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation; and it is further

RESOLVED, that the officers of the Company be, and they hereby are, authorized, empowered and directed, on behalf and in the name of the Company, to determine the date of filing of the Certificate of Ownership and Merger under the DGCL and to cause the transactions contemplated by these resolutions to be consummated and performed in the manner provided therein and from time to time to do, or cause to be done, all such other acts or things, and to execute and deliver all such agreements, instruments, certificates and other documents, and to affix and attest thereto, or cause to be affixed and attested thereto, the corporate seal of the Company as such officer acting shall deem in his or her sole discretion desirable to carry out the purposes and intents of any of the foregoing resolutions; and it is further

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RESOLVED, that the signing by any of the Company's officers of any of the documents or instruments referred to in, or contemplated by, the foregoing resolutions or the taking by them of any actions to carry out the foregoing shall conclusively establish the officer's approval of the form of any such documents or instruments signed by him and of the actions referred to therein or contemplated thereby and also the officer's determination that such documents, instruments and actions are desirable or appropriate; and it is further;

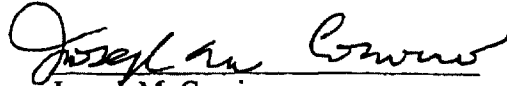
RESOLVED, that each officer of the Company is hereby authorized to perform such further acts and execute and deliver such further documents or instruments as such officer may deem necessary or desirable to carry out with respect to the Company the intents and purposes of the foregoing resolutions; and it is further;

RESOLVED, that any acts of any officer or officers of the Company, and any person or persons designated and authorized to act by any officer of the Company, on behalf of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company.

[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned sole member of the Board has executed this Written Consent of Sole Director of the Company as of the date first set forth above.

SOLE DIRECTOR:


Joseph M. Corvino

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 04:01 PM 05/31/2001
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**CERTIFICATE OF OWNERSHIP AND MERGER
 MERGING
 ACCESS TECHNOLOGIES, INC.
 WITH AND INTO
 THE HILLMAN GROUP, INC.**

Pursuant to Section 253 of
 the Delaware General Corporation Law

The Hillman Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on November 9, 1998, pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

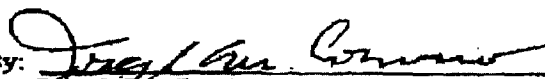
SECOND: That the Company owns all of the outstanding capital stock of Access Technologies, Inc., a Delaware corporation (the "Subsidiary Corporation"), incorporated on April 29, 1993 pursuant to the DGCL.

THIRD: That the Company, by resolutions of its Board of Directors duly adopted on May 31, 2001, as set forth on Exhibit A hereto, determined to merge into itself the Subsidiary Corporation (the "Merger").

FOURTH: That this Certificate of Ownership and Merger shall become effective at 12:05 a.m. on June 1, 2001.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be duly executed in its corporate name on the 31st day of May, 2001, in accordance with Sections 103 and 253 of the DGCL.

THE HILLMAN GROUP, INC.

By: 
 Joseph M. Corvino
 Vice President

FROM

Exhibit A

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
THE HILLMAN GROUP, INC.**

RESOLVED, that the Subsidiary Corporation shall be merged with and into the Company with the Company continuing as the surviving corporation (the "Merger") pursuant to Section 253 of the DGCL; and that the Merger shall become effective and the corporate existence of the Subsidiary Corporation shall cease upon the time and date specified in the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the DGCL with respect to the Merger; and it is further

RESOLVED, that the Company shall be the surviving corporation in the Merger (the "Surviving Corporation"), which shall continue its corporate existence under the DGCL, including the provisions of Section 259 thereof, and shall possess all rights and assets of each of the Company and the Subsidiary (the "Constituent Corporations") in the Merger and be subject to all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the DGCL; and it is further

RESOLVED, that the certificate of incorporation and the bylaws of the Company shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation; and it is further

RESOLVED, that the officers of the Company be, and they hereby are, authorized, empowered and directed, on behalf and in the name of the Company, to determine the date of filing of the Certificate of Ownership and Merger under the DGCL and to cause the transactions contemplated by these resolutions to be consummated and performed in the manner provided therein and from time to time to do, or cause to be done, all such other acts or things, and to execute and deliver all such agreements, instruments, certificates and other documents, and to affix and attest thereto, or cause to be affixed and attested thereto, the corporate seal of the Company as such officer acting shall deem in his or her sole discretion desirable to carry out the purposes and intents of any of the foregoing resolutions; and it is further

RESOLVED, that the signing by any of the Company's officers of any of the documents or instruments referred to in, or contemplated by, the foregoing resolutions or the taking by them of any actions to carry out the foregoing shall conclusively establish the officer's approval of the form of any such documents or instruments signed by him and of the actions referred to therein or contemplated thereby and also the officer's determination that such documents, instruments and actions are desirable or appropriate; and it is further;

RESOLVED, that each officer of the Company is hereby authorized to perform such further acts and execute and deliver such further documents or instruments as such officer may deem necessary or desirable to carry out with respect to the Company the intents and purposes of the foregoing resolutions; and it is further;

RESOLVED, that any acts of any officer or officers of the Company, and any person or persons designated and authorized to act by any officer of the Company, on behalf of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company.

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RECORDED: 12/18/2001

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