

01-15-2002



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copies.

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

01/15/2002 AHMED1 00000006 1667328

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40.00 00

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1667328"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Ralph H. Lane

Ralph H. Lane

December 7, 2001

Name of Person Signing

Signature

Date Signed

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 OF "BUTCHER ACQUISITION CO.", CHANGING ITS NAME FROM "BUTCHER ACQUISITION CO." TO "THE BUTCHER COMPANY", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2000, AT 12:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3270180 8100

AUTHENTICATION: 1162021

010259561

DATE: 05-31-01

TRADEMARK
REEL: 002424 FRAME: 0152

**CERTIFICATE OF MERGER OF
THE BUTCHER COMPANY, INC. WITH AND INTO
BUTCHER ACQUISITION CO.**


In accordance with Section 253 of the Delaware General Corporation Law and Section 82 of the Massachusetts Business Corporation Law, the undersigned, as the duly appointed and acting Vice-President and Secretary of Butcher Acquisition Co., a Delaware corporation, ("BAC"), certifies as follows:

1. BAC owns 100% of the outstanding shares of each class of stock of The Butcher Company, Inc., a Massachusetts corporation (the "Butcher Company").
2. Attached hereto as Exhibit A is a true and complete copy of the Resolutions of the Sole Director of BAC approving and adopting the merger of the Butcher Company with and into BAC (the "Merger"), which Resolutions have not been in any way amended, annulled, rescinded or revoked and are in full force and effect on the date hereof.
3. As of the close of the business day on September 18, 2000, ARTICLE I of BAC's Certificate of Incorporation shall be amended to read as follows:

The name of corporation is The Butcher Company.

Witness, my hand on this 14th day of September, 2000.

BUTCHER ACQUISITION CO.

BY 
Luis F. Machado, Vice-President
And Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:30 PM 09/18/2000
001469081 - 3270180

**RECORD OF ACTION TAKEN BY CONSENT OF THE
SOLE DIRECTOR OF BUTCHER ACQUISITION CO.**

The undersigned, being the sole director of Butcher Acquisition Co., a Delaware corporation (the "Corporation"), adopts the following Recitals and Resolutions in accordance with Section 141(f) of the Delaware General Corporation Law

RECITALS

A. Pursuant to that certain Stock Purchase Agreement dated as of the same date hereof, by and between the Corporation and The Butcher Company Trust, the Corporation acquired all of the issued and outstanding stock of The Butcher Company, Inc., a Massachusetts corporation (the "Butcher Company").

B. The undersigned deems it to be in the best interests of the Corporation to merge its wholly-owned subsidiary, the Butcher Company, with and into the Corporation, with the Corporation being the surviving corporation, pursuant to Section 253 of the Delaware General Corporation Law and Section 82 of the Massachusetts Business Corporation Law (the "Merger").

RESOLUTIONS

1. The Merger of the Butcher Company with and into the Corporation is hereby approved and adopted on behalf of the Corporation, and the President or any other appropriate officer of the Corporation is hereby authorized and directed to (a) execute the Certificate of Merger and file such certificate with the Secretary of State of Delaware, (b) and execute the Articles of Merger and file such articles with the Secretary of Commonwealth of Massachusetts, both substantially in the form and substance as reviewed and approved by the undersigned.

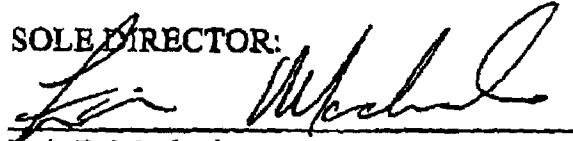
2. The change of name of the Corporation, as set forth in the Certificate of Merger and the Articles of Merger, respectively, to "The Butcher Company" is approved, adopted and ratified on behalf of the Corporation.

3. The President or any other appropriate officer of the Corporation is authorized and directed, on behalf of the Corporation, to perform any and all other transactions contemplated by the Merger, to execute such other documents and to take such other actions as she or he in her or his sole discretion deems necessary,

appropriate or advisable to effect the intent of the foregoing recitals and resolutions.

Dated as of the 14th day of September, 2000.

SOLE DIRECTOR:



Luis F. Machado