

02-20-2002



1.29.02

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

101987635

COVER SHEET TRADEMARKS ONLY

COVER SHEET

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

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

1. Name of conveying party(ies):

TOPPERS, INC.

- Individual(s) Association General Partnership Limited Partnership Corporation-State PENNSYLVANIA 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: NOVEMBER 30, 2001

2. Name and address of receiving party(ies)

Name: TOPPERS LLC

Internal

Address:

Street Address: 1450 GRANDVIEW AVENUE

City: THOROFARE State: NJ Zip: 08086

- 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)

(SEE ATTACHED SCHEDULE A)

B. Trademark Registration No.(s)

(SEE ATTACHED SCHEDULE A)

Additional number(s) attached Yes No 1897513

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

Name: PAUL J. KENNEDY

Internal Address: PEPPER HAMILTON LLP

3000 TWO LOGAN SQUARE

Street Address: 18TH AND ARCH STREETS

City: PHILADELPHIA State: PA Zip: 19103

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$ 265.00

- 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.

PAUL J. KENNEDY

Name of Person Signing

Signature

Date

Total number of pages including cover sheet/ attachments, and document: 3

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

02/20/2002 TBIAZI 00000001 1897513

01 FC:481 02 FC:482

40.00 OP 225.00 OP

TRADEMARK REEL: 002445 FRAME: 0775

SCHEDULE A

<u>Mark</u>	<u>Registration/Serial No.</u>	<u>Registration/Filing Date</u>
TOPPERS	1,897,513	6/6/95
TOPPERS	1,788,250	8/17/93
T.I.	1,833,879	5/3/94
TOPPERS and Design	1,831,374	4/19/94
HIGHPOINT	76/312,221	9/12/01
STRETCH CAP (Stylized)	76/312,149	9/12/01
BALLISTIC & Design	76/312,148	9/12/01
H2O (Stylized)	76/312,147	9/12/01
XTREME (Stylized)	76/312,146	9/12/01
HARBOR LIGHTS & Design	76/312,145	9/12/01

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:

"TOPPERS, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "TOPPERS LLC" UNDER THE NAME OF "TOPPERS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2001, AT 3:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1477179

DATE: 12-03-01

3442836 8100M

010609697

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:15 PM 11/30/2001
010609697 - 3442836

CERTIFICATE OF MERGER OF

TOPPERS, INC.
(a Pennsylvania corporation)

With and Into

TOPPERS LLC
(a Delaware limited liability company)

(pursuant to Section 18-209 of the Delaware Limited Liability Company Act)

TOPPERS LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

FIRST: That the names and jurisdictions of formation of each limited liability company and other business entity which are to merge is as follows:

<u>NAME</u>	<u>JURISDICTION OF FORMATION</u>
Toppers LLC	Delaware
Toppers, Inc.	Pennsylvania

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved and executed by each limited liability company and other business entity which are to merge.

THIRD: That the name of the surviving limited liability company of the merger is Toppers LLC, a Delaware limited liability company.

FOURTH: That the effective time of the merger shall be 11:59 PM on November 30, 2001.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company. The address of said principal place is:

1450 Grandview Avenue
Thorofare, New Jersey 08086

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request and without cost to any member of any liability company or any other person holding an interest in any other business entity which is to merge.

DEC-03-2001 12:45

PEPPER HAMILTON, LLP

P.03

IN WITNESS WHEREOF, Toppers LLC, a Delaware limited liability company, has caused this Certificate to be signed by Keith H. Olivit, a Manager, on this 30th day of November, 2001.

TOPPERS LLC,
a Delaware limited liability company

By: 
Keith H. Olivit, a Manager

GV: #197903 v1 (48P001 LDOC)

TOTAL P.03