

03-13-2002



Form PTO-1594

(Rev. 03/01)

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

Tab settings

RECOR

TRADEMARKS ONLY

102013748

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):

The Balson-Hercules Group, Ltd.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (Rhode Island)
- Other

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

2. Name and address of receiving party(ies)

Name: The Balson-Erlanger Group, Ltd.

Internal

Address:

Street Address: 1040 Avenue of the Americas, 6th Floor

City: New York State: NY Zip: 10018

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Rhode Island
- 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

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 No.(s)

75/928, 228

B. Trademark Registration No.(s)

Additional number(s) attached  Yes  No

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

Name: Peter Nils Baylor, Esq.

Internal Address: Nutter, McClennen & Fish, LLP

Street Address: One International Place

City: Boston State: MA Zip: 02119-2699

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40

- Enclosed
- Authorized to be charged to deposit account if additional fees needed

8. Deposit account number:

141449

(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.

Renee' D. Sarft

Name of Person Signing

Signature

1/28/02

Date

Total number of pages including cover sheet, attachments, and document: 14

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

03/12/2002 LNUELLER 00000086 75928228

01 FC:481

40.00 DP

TRADEMARK  
REEL: 002459 FRAME: 0950



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is The Balson-Hercules Group Ltd.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on June 1, 2001, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

Article 1 of the Articles of Incorporation of the corporation be amended in its entirety to read as follows:

"1. The name of the corporation is The Balson-Erlanger Group Ltd."

- 3. The number of shares of the corporation outstanding at the time of such adoption was 1,200; and the number of shares entitled to vote thereon was 1,200.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

Table with 2 columns: Class, Number of Shares. Row 1: none, [blank]

RECEIVED
SECRETARY OF STATE
PROVIDENCE, RHODE ISLAND

JUN 05 2001
BY [signature]

5. The number of shares voted for such amendment was 1,200 ; and the number of shares voted against such amendment was -0-

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
None		

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon filing  
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: June 1, 2001

The Balson-Hercules Group Ltd  
Print Corporate Name

By Alex D. Palma  
 President or  Vice President (check one)

**AND**  
By [Signature]  
 Secretary or  Assistant Secretary (check one)

CITY Saint-Laurent  
STATE OF Quebec  
COUNTY OF Quebec  
PROVINCE

In Saint-Laurent, on this 1st day of June, 2001 personally appeared before me Alex D. Palma who, being by me first duly sworn, declared that he/she is the Vice-President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



Sonia Ciccarielli  
Notary Public - Commissioner of Oaths  
My Commission Expires: April 12, 2002

## ATTACHMENT A

1. Name Change from The Balson-Hercules Group, Ltd. to The Balson-Erlanger Group, Ltd. – notarized on 6/1/01 and sent to the U.S. Patent and Trademark Office for recordation on 2/13/02 as evidenced by the cover letter and cover sheet.
2. Assignment from The Balson-Erlanger Group, Ltd. to Naplak Nomis, Inc. – executed on 12/10/01 and will be sent to the U.S. Patent and Trademark Office for recordation on 2/14/02.
3. Name Change from Naplak Nomis, Inc. to The Erlanger Group, Ltd. – executed on 1/10/02 and will be sent to the U.S. Patent and Trademark Office for recordation on 2/15/02.

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Edward S. Inman, III, Secretary of State

Date: January 22, 2002

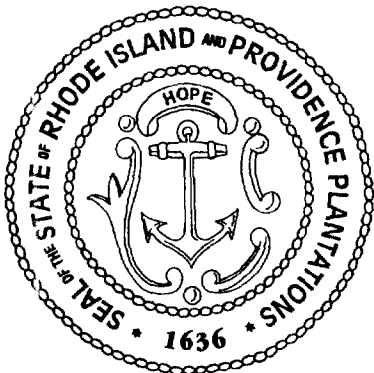
**Consoltex International Inc.**  
**(Formally Known As The Balson-Erlanger Group Ltd.)**  
**(Articles of Amendment - 2 Pages)**

A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE  
OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

*Edward S. Inman, III*

Secretary of State

By *Debra Antonelli*



**ASSIGNMENT**

WHEREAS, The Balson-Erlanger Group Ltd., a Rhode Island corporation ("Assignor"), is the owner of all the right, title, and interest in and to the trademark set forth below (the "Mark"), and has obtained, or applied for, registrations in the United States and throughout the world

<u>Mark</u>	<u>Serial No.:</u>	<u>Filing Date</u>
THE WOODROW STUDIO	75/928,228	2/25/00;

WHEREAS, Naplak Nomis, Inc., a Massachusetts corporation ("Assignee"), of 115 Messina Drive, Braintree, Massachusetts, 02184 in successor, pursuant to the Asset Purchase Agreement by and between Assignor and Assignee, dated as of December 4, 2001, to applicant Assignor's business to which the Mark pertains, which business is ongoing and existing, and desires to acquire the aforementioned Mark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, and transfers to Assignee, its successors and assigns, the entire right, title, and interest throughout the United States, its territories and all foreign countries, in and to the aforesaid Mark and all United States and foreign registrations and applications for registration therefor, together with the good will of the business with which such Mark is used.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed as an instrument under seal by its duly authorized officer this 10<sup>th</sup> day of December 2001.

THE BALSON-ERLANGER GROUP LTD.  
A Rhode Island corporation

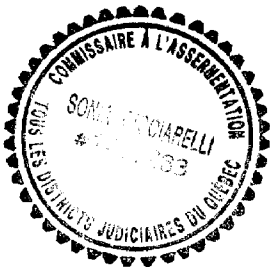
By: [Signature]  
Name: C. Suzanne Crawford  
Title: Vice-President, Legal Affairs and Corporate Secretary

Dated: December 10, 2001

Province of Quebec )  
COUNTRY OF CANADA ) SS

On this 10<sup>th</sup> day of December, 2001, C. Suzanne Crawford, appeared before me, known to me to be the person who executed the foregoing instrument, and acknowledged that the foregoing instrument is his/her free act and deed on behalf of The Balson-Erlanger Group Ltd., with authority so to do.

SEAL



[Signature]  
Commissioner of Oaths  
My Commission expires: April 12, 2003

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

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## ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

Examiner

Name  
Approved

We, Joseph P. Kaplan, \*President / ~~Officer~~  
and Peter J. Kaplan, \*Clerk / ~~Assistant Clerk~~  
of Naplak Nomis, Inc.  
*(Exact name of corporation)*  
located at 115 Messina Drive, Braintree, MA 02184  
*(Street address of corporation in Massachusetts)*

certify that these Articles of Amendment affecting articles numbered:

1  
*(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)*

of the Articles of Organization were duly adopted at a meeting held on January 10, 2002 by vote of:

100 shares of Common Stock of 100 shares outstanding,  
*(type, class & series, if any)*

           shares of            of            shares outstanding, and  
*(type, class & series, if any)*

           shares of            of            shares outstanding,  
*(type, class & series, if any)*

C   
P   
M   
R.A.

~~1\*\*being at least a majority of each type, class or series outstanding and entitled to vote thereon: / or 2\*\*being, at least two thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby.~~

SECRETARY OF THE  
COMMONWEALTH  
02 JAN 31 PM 12:34  
CORPORATION DIVISION

\*Delete the inapplicable words.      \*\*Delete the inapplicable clause.  
1 For amendments adopted pursuant to Chapter 156B, Section 70.  
2 For amendments adopted pursuant to Chapter 156B, Section 71.  
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

**COPY**

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

*Change* the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

The name of the corporation shall be changed to: The Erlanger Group, Ltd.




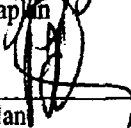
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The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: \_\_\_\_\_.

SIGNED UNDER THE PENALTIES OF PERJURY, this 10th day of January, 20 02,

  
\_\_\_\_\_, \*President / ~~VICE PRESIDENT~~  
Joseph P. Kaplan

  
\_\_\_\_\_, \*Clerk / ~~ASSISTANT CLERK~~  
Peter J. Kaplan  
*\*Delete the inapplicable words.*

**ARTICLES OF AMENDMENT**  
(General Laws, Chapter 156B, Section 72)

COPY

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ \_\_\_\_\_ having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_ .

*Effective date:* \_\_\_\_\_

**WILLIAM FRANCIS GALVIN**  
*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**  
**Photocopy of document to be sent to:**

C T Corporation System \_\_\_\_\_  
101 Federal Street \_\_\_\_\_  
Boston, Massachusetts 02110 \_\_\_\_\_  
Telephone: (617) 675-6400 \_\_\_\_\_