

05-06-2002



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LAW OFFICES

SALTER & MICHAELSON

PATENTS, TRADEMARKS & COPYRIGHTS

THE HERITAGE BUILDING

321 SOUTH MAIN STREET

PROVIDENCE, RHODE ISLAND 02903-7128

RECEIVED
MAR 29 11 09 50
TELEPHONE: (401) 421-3141
FACSIMILE: (401) 861-1953

ELLIOT A. SALTER

JODI-ANN McLANE

ROBERT S. SALTER*

MICHELE J. YOUNG*

*ADMITTED IN MA ONLY

Trademark Assignment
Transmittal Form

March 29, 2002

Commissioner of Patents and Trademarks
Washington DC 20231

Attention: Assignment Branch

1. Name and address of conveying party(ies):

4-24-02

Daly & Wolcott, Inc. (Rhode Island corp.)
One Financial Plaza
Providence, Rhode Island 02903

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

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

Daly & Wolcott, Inc. (Delaware corp.)
One Financial Plaza
Providence RI 02903

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

Assignee is not domiciled in the United States,
and a domestic representative designation is
attached. (Designation must be a separate
document from Assignment.)

05/03/2002 LHWELLER 00000148 190120 1931578

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

3. Nature of conveyance:

Assignment
 Security Agreement
 Merger
 Change of Name
 Other:

Execution date : September 30, 1998

4. Registration or application number(s):

A. Trademark Registration No.(s):

~~1,931,578~~ A+ APPLICATIONS PLUS
~~2,150,154~~ A+ 400

B. Trademark Application No.(s):

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

SALTER & MICHAELSON
321 South Main Street
Providence RI 02903-7128

Tele: 401/421-3141

Fax : 401/861-1953

6. Total number of registration(s) and application(s) involved:

Total number: 2


7. Total fee (37 CFR 3.41) in the amount of \$ 65.00

is enclosed

PTO is authorized to charge to Deposit Account No. 19-0120 (duplicate attached)

x PTO is authorized to charge any uncalculated fees or credit any overpayment to Deposit Account No. 19-0120 (duplicate attached)

8. 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.



Elliot A. Salter, Reg. No. 17,486

Dated: March 29, 2002

SAS

Total number of pages: 6

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 MERGER, WHICH MERGES:

"DALY AND WOLCOTT, INC.", A RHODE ISLAND CORPORATION,
WITH AND INTO "DALY & WOLCOTT, INC." UNDER THE NAME OF "DALY & WOLCOTT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1168446

DATE: 06-04-01

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010253937

TRADEMARK
REEL: 002498 FRAME: 0838

CERTIFICATE OF MERGER

OF

DALY AND WOLCOTT, INC.
(a Rhode Island corporation)

AND

DALY & WOLCOTT, INC.
(a Delaware corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Daly and Wolcott, Inc., which is incorporated under the laws of the State of Rhode Island; and

(ii) Daly & Wolcott, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Daly and Wolcott, Inc. in accordance with the laws of the State of its incorporation and by Daly & Wolcott, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Daly & Wolcott, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Laws of the State of Delaware.

4. The Certificate of Incorporation of Daly & Wolcott, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: One BankBoston Plaza, 21st Floor, Providence, Rhode Island 02903.

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Daly and Wolcott, Inc. consists of 7,500,000 shares, \$.01 par value.

Dated: September 30, 1998.

DALY AND WOLCOTT, INC.
(a Rhode Island corporation)

By:


John T. Cannington, Jr., President

DALY & WOLCOTT, INC.
(a Delaware corporation)

By:


John T. Cannington, Jr., President