

RECO

06-10-2002



FEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings >>>

102116326

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

1. Name of conveying party(ies):

DCNL, Inc.

5-21-02

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

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

3. Nature of conveyance:

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

Execution Date: October 15, 1998

2. Name and address of receiving party(ies)

Name: DCNL, Inc.

Internal Address: _____

Street Address: 1 Helen of Troy Plaza

City: El Paso State: Texas ZIP: 79912

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- Other



05-21-2002

U.S. Patent & TMO/TM Mail Rpt. Dt. #40

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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,973,369

Additional numbers attached? Yes No

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

Name: Stewart L. Gitler

Internal Address: HOFFMAN, WASSON & GITLER, P.C.

Street Address: 2361 Jefferson Davis Highway
Suite 522

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2455 (Deficiencies Only)

(Attach duplicate copy of this page if paying by deposit account)

06/07/2002 LMEILLER 00000005 1973369
01 FC:481 40.00 OP

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.

Stewart L. Gitler

Name of Person Signing

Signature

5-21-02

Date

Total number of pages including cover sheet, attachments, and document: 5



The State of Texas

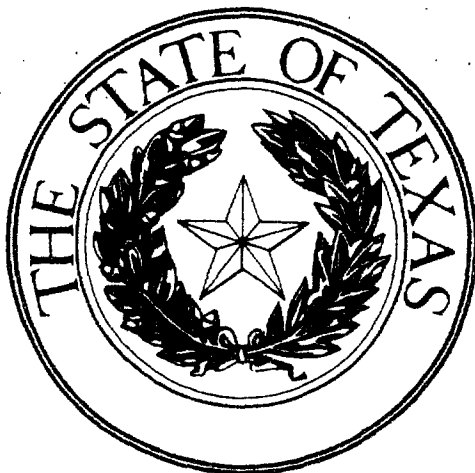
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

DCNL, INC.
FILE NO. 1507765

ARTICLES OF MERGER

OCTOBER 19, 1998



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on November 4, 1998.

Alberto R. Gonzales
Secretary of State

BAM

TRADEMARK

REEL: 002521 FRAME: 0064

ARTICLES OF MERGER
 MERGING
 DCNL, INC.,
 A CALIFORNIA CORPORATION,
 WITH AND INTO
 DCNL MERGER CORP.,
 A TEXAS CORPORATION

FILED
 In the Office of the
 Secretary of State of Texas

 OCT 19 1998

 CORPORATIONS SECTION

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act and Section 1108 of the California General Corporation Law, the undersigned corporations adopt the following Articles of Merger for the purpose of merging DCNL, Inc., a California corporation ("DCNL, Inc."), with and into DCNL Merger Corp., a Texas corporation ("DCNL Merger Corp."), in accordance with the provisions of Article 5 of the Texas Business Corporation Act and Chapter 11 of the California General Corporation Law. DCNL, Inc. and DCNL Merger Corp. are each a "Constituent Corporation" and collectively, the "Constituent Corporations."

1. The name of each Constituent Corporation, the type of such Constituent Corporation and the laws under which such corporation was organized and governed are:

Name of Corporation or Other Entity	Type of Entity	State
DCNL, Inc.	Corporation	California
DCNL Merger Corp.	Corporation	Texas

2. An Agreement and Plan of Merger (the "Plan of Merger") was adopted and approved in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the merger of DCNL, Inc. with and into DCNL Merger Corp., and resulting in DCNL Merger Corp. being the surviving corporation (the "Surviving Corporation") in the merger.

3. The articles of incorporation of DCNL Merger Corp. shall be the articles of incorporation of the Surviving Corporation, except that Article One of the articles of incorporation of the Surviving Corporation is hereby amended as follows:

"ARTICLE ONE

The name of the Corporation is DCNL, Inc."

4. As to each of the Constituent Corporations, the approval of whose shareholders is required, the number of outstanding shares of stock of such Constituent Corporation entitled to vote on the Plan of Merger is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>
DCNL, Inc.	10,000	Common	None
DCNL Merger Corp.	100	Common	None

5. As to each of the Constituent Corporations, the approval of whose shareholders is required, the number of shares voted for and against the Plan of Merger, respectively, is as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class of Series</u>
DCNL, Inc.	10,000	0	Common
DCNL Merger Corp.	100	0	Common

6. The complete executed Plan of Merger is on file at the principal place of business of the Surviving Corporation, which is 6827 Market Avenue, El Paso, Texas 79915, and a copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any shareholder of either Constituent Corporation.

7. DCNL Merger Corp. hereby certifies that the Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.

8. DCNL, Inc. hereby certifies that the Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 15th day of October, 1998.

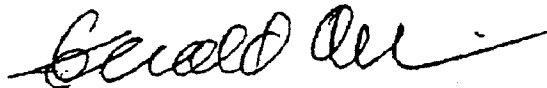
DCNL, INC.,
a California corporation



Darryl R. Cohen
President

Nini Cohen
Secretary

DCNL MERGER CORP.,
a Texas corporation



Gerald J. Rubin
Chief Executive Officer



Sam L. Henry
Senior Vice-President, Finance, Chief Financial Officer,
and Secretary

REC'D 10/15/98