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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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J.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): Optimet Research Institute Nutek International, Inc. Global Pacific Aviation, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State DE [ ] Other 4.12.02 Additional name(s) of conveying party(ies) attached? [ ] Yes [ ] No

2. Name and address of receiving party(ies) Name: Cay Holdings Ltd. Internal Address: Street Address: 1220 Market St., #606 City: Wilmington State: DE Zip: 19801 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [X] 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

3. Nature of conveyance: [ ] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [X] Other ownership transfer Execution Date: 1-22-02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 781038730 (Verox) B. Trademark Registration No.(s) 2354966 (Optimet) 2473526 (GPA-1206) 2513613 (Adhesion Release Technology) Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Cay Holdings Ltd. Internal Address: Street Address: 1220 N. Market Street Suite 606 City: Wilmington State: DE Zip: 19801

6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41): \$ 115.00 [X] Enclosed (SEE ATTACHED!!) (see attached Credit Card) [ ] Authorized to be charged to deposit account 8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature: Kenneth Howlett Name of Person Signing Signature Date: 1-22-02 Total number of pages including cover sheet, attachments, and document: 2

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

TRADEMARK REEL: 002544 FRAME: 0343

# 703-396-5995



Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

88-28-1

1. Name of conveying party(ies): 1-28-02  
OPTIMET Research Institute  
NUTEK INTERNATIONAL INC  
GLOBAL PACIFIC AVIATION INC  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State DE  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: CAY Holdings, LTD  
Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_  
Street Address: 1220 NORTH MARKET ST. # 606  
City: Wilmington State: DE Zip: 19801  
 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

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other Ownership transfer  
Execution Date: 1/22/02

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
78/038730 (Veron)  
B. Trademark Registration No.(s)  
2354966 (OPTIMET)  
2473526 (GPA-1206)  
2513613 (Adhesion Release Technology)  
Additional number(s) attached  Yes  No

6. Total number of applications and registrations involved: 4

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: CAY Holdings Ltd.  
Internal Address: \_\_\_\_\_  
Street Address: 1220 North Market St.  
Wilmington, Suite 606  
City: Wilmington State: DE Zip: 19801

7. Total fee (37 CFR 3.41).....\$ 115-  
 Enclosed  
 Authorized to be charged to deposit account  
See ATTACHED credit card  
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.*  
Kenneth Howlett  
Name of Person Signing  
[Signature]  
Signature  
1/22/02  
Date

01/29/2002 DBYRNE 00000029 78038730

Total number of pages including cover sheet, attachments, and document: 2

01 FC:481  
02 FC:482  
40.00 UP  
75.00 OP

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

FAX # 978-922-8805

**CERTIFICATE OF INCORPORATION  
OF  
Global Pacific Aviation Inc.**

**FIRST:** The name of the Corporation is Global Pacific Aviation Inc.

**SECOND:** Its registered office is to be located at 1220 N. Market Street, Suite 606, in the City of Wilmington, County of New Castle, Delaware. The registered agent is American Incorporators Ltd, whose address is the same as above.

**THIRD:** The nature of business and purpose of the organization is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Laws.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is one thousand five hundred (1500). All such shares are to be without par value and are to be of one class.

**FIFTH:** The name and address of the incorporator are as follows:

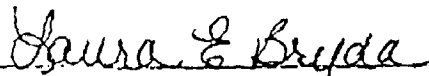
Laura E. Bryda  
Suite 606  
1220 N. Market St.  
Wilmington, DE 19801

**SIXTH:** The powers of the undersigned incorporator will terminate upon filing of the certificate of incorporation. The name and mailing address of the person(s) who will serve as initial director(s) until the first annual meeting of stockholders or until a successor(s) is elected and qualified are:

Kenneth E.R. Howlett  
17 Palmer Road  
Beverly, MA 01915

**SEVENTH:** Each person who serves or who has served as a director shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any breach of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for unlawful payment of dividend or unlawful stock purchase or redemption as such liability is imposed under Section 174 of the General Corporation Laws of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

I, **THE UNDERSIGNED**, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts stated herein are true, and I have accordingly set my hand.

  
\_\_\_\_\_  
Laura E. Bryda  
INCORPORATOR

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/31/1999  
991125487 - 3023729

**TRADEMARK  
REEL: 002544 FRAME: 0345**

**BOARD MINUTES MEETING OF MEMBERS**  
**OF**

**GLOBAL PACIFIC AVIATION, INC.**

The annual meeting of the Members of the above-captioned Company was held on the date and at the time and place set forth in the written Waiver of Notice signed by the Members, fixing such time and place and Prefixed to the minutes of this meeting.

Kenneth Howlett  
William Edwards

President & CEO  
Treasurer & COO

**Order of Business: "Transfer of Trademarks"**

**Motion approved to transfer ownership of United States Patent & Trademark (USPTO) Trademarks "GPA-1206" Registration Number 2473526 & "Adhesion Release Technology" Registration Number 2513613 to Cay Holdings, LTD a Delaware Corporation with offices located at 1220 North Market Street, Suite 606, Wilmington, Delaware, 19801.**

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.

Officers:

  
Kenneth Howlett

Date: January 1-22-02

  
William Edwards

**CERTIFICATE OF FORMATION**  
**OF**  
**OPTIMET RESEARCH INSTITUTE LLC**

**FIRST:** The name of the limited liability company is Optimet Research Institute LLC.

**SECOND:** The address of its registered agent in the State of Delaware is Suite 606, 1220 N. Market Street in the City of Wilmington, County of New Castle. The name of its Registered Agent at such address is American Incorporators Ltd.

**THIRD:** The purpose of the limited liability company shall be to engage in any lawful act or activity for which a limited liability company may be formed under the Limited Liability Company law of the State of Delaware.

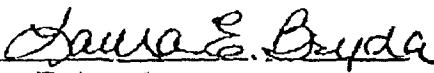
**FOURTH:** The limited liability company shall have perpetual existence.

**FIFTH:** Management of the limited liability company is vested in the members in accordance with their ownership interests, unless this is varied by the operating agreement. A limited liability company member may not assign, wholly or partially, the right to participate in management without the written consent of all limited liability company members.

**SIXTH:** The name and mailing address of the person forming this limited liability company at the instruction of its members is as follows:

Laura E. Bryda  
Suite 606  
1220 N. Market St.  
Wilmington, DE 19801

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Formation of Optimet Research Institute LLC on this thirty first day of March, 1999.

  
\_\_\_\_\_  
Laura E. Bryda  
Authorized Person

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/31/1999  
991125525 - 3023738

**TRADEMARK**  
**REEL: 002544 FRAME: 0347**

DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE  
ANDOVER MA 05501

DATE OF THIS NOTICE: 04-12-1999  
NUMBER OF THIS NOTICE: CP 575 H  
EMPLOYER IDENTIFICATION NUMBER: 04-3461759  
FORM: SS-4 (TELE-TIN)  
0825503872 B

OPTIMET RESEARCH INSTITUTE LLC  
HOWLETT KENNETH MEM  
17 PALMER RD  
BEVERLY MA 01915

FOR ASSISTANCE CALL US AT:  
1-800-829-1040

OR WRITE TO THE ADDRESS  
SHOWN AT THE TOP LEFT

IF YOU WRITE, ATTACH THE  
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)

Thank you for your Tele-TIN phone call. We assigned you Employer Identification Number (EIN) 04-3461759. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Use your complete name and EIN as shown above on all federal tax forms, payments, and related correspondence. If you use any variation in your name or EIN, it may cause a delay in processing, incorrect information in your account, or cause you to be assigned more than one EIN.

Based on the information shown on your Form SS-4, you must file the following forms(s) by the date we show.

Form 1065

04/15/2000

Please file your Form by the due date shown above. If the due date above has passed and you have not yet filed, please file your Form by 04-27-1999. If we don't receive your form by that date, we will charge additional penalties and interest. We charge penalties and interest from the due date of the return until it is filed.

Your assigned tax classification is based on information obtained from your Form SS-4. It is not a legal determination of your tax classification and is not binding on the Service. If you want a determination on your tax classification, you may seek a private letter ruling from the Service under the procedures set forth in Rev. Proc. 98-01, 1998-1 I.R.B. 7 (or the superceding revenue procedure for the year at issue).

If you need help in determining what your tax year is, you can get Publication 538, Accounting Periods and Methods, at your local IRS office.

If you have any questions about the forms shown or the date they are due, you may call us at 1-800-829-1040 or write to us at the address shown above.

If you haven't already completed Form SS-4, Application for Employer Identification Number, we need you to do it now so your account record will be complete. You can get Form SS-4 at your local IRS office or by calling 1-800-TAX-FORM (1-800-829-3676). After you complete the Form SS-4, sign and date it and write your new EIN, 04-3461759, in the upper right hand corner. Please return it to us with the page 2 of this notice by 04-27-1999. We've enclosed an envelope for your convenience.

Thank you for your cooperation.

**BOARD MINUTES MEETING OF MEMBERS**  
**OF**

**OPTIMET RESEARCH INSTITUTE, LLC**

The annual meeting of the Members of the above-captioned Company was held on the date and at the time and place set forth in the written Waiver of Notice signed by the Members, fixing such time and place and Prefixed to the minutes of this meeting.

Kenneth Howlett  
William Edwards

President & CEO  
Treasurer & COO

**Order of Business: "Transfer of Trademarks"**

**Motion approved to transfer ownership of United States Patent & Trademark (USPTO) Trademark "OPTIMET" Registration Number 2354966 to Cay Holdings, LTD a Delaware Corporation with offices located at 1220 North Market Street, Suite 606, Wilmington, Delaware, 19801.**

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.

Members:

  
Kenneth Howlett

Date: January 1-22-02

  
William Edwards

CERTIFICATE OF INCORPORATION  
OF  
Nutek International, Inc.

**FIRST:** The name of the Corporation is Nutek International Inc.

**SECOND:** Its registered office is to be located at 1220 N. Market St., Suite 606, Wilmington, DE 19801, County of New Castle. The registered agent is American Incorporators Ltd. whose address is the same as above.

**THIRD:** The nature of business and purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Laws.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is one thousand five hundred (1,500). All such shares are to be without par value and are to be of one class.

**FIFTH:** The name and mailing address of the incorporator is as follows:

Jennifer M. Mackay  
1220 N. Market St., Suite 606  
Wilmington, DE 19801

**SIXTH:** The powers of the undersigned incorporator will terminate upon filing of the certificate of incorporation. The name(s) and mailing address of the person(s) who will serve as initial director(s) until the first annual meeting of stockholders or until a successor(s) is elected and qualified are:

Ken Howlett  
17 Palmer Road  
Beverly, MA 01915

William Edwards  
11 Broadway #6  
Beverly, MA 01915

**SEVENTH:** Each person who serves or has served as a director shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any breach of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for unlawful payment of dividend or unlawful stock purchase or redemption as such liability is imposed under Section 174 of the General Corporation Laws of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts stated herein are true, and I have accordingly hereunto set my hand.

  
INCORPORATOR  
Jennifer M. Mackay



**BOARD MINUTES MEETING OF MEMBERS**  
**OF**

**NuTek International, Inc.**

The annual meeting of the Members of the above-captioned Company was held on the date and at the time and place set forth in the written Waiver of Notice signed by the Members, fixing such time and place and Prefixed to the minutes of this meeting.

Kenneth Howlett  
William Edwards

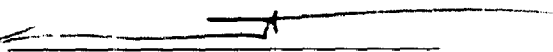
President & CEO  
Treasurer & COO

**Order of Business: "Transfer of Trademarks"**

**Motion approved to transfer ownership of United States Patent & Trademark (USPTO) Trademarks "VEROX" Serial Number 78/1038730 to Cay Holdings, LTD a Delaware Corporation with offices located at 1220 North Market Street, Suite 606, Wilmington, Delaware, 19801.**

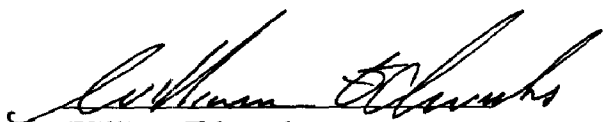
There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.

Officers:



Kenneth Howlett

Date: January 1-22-02



William Edwards