

08-05-2002

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



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

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

1. Name of conveying party(ies): 17-30-02
Biological & Popular Culture, Inc.

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

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

2. Name and address of receiving party(ies)

Name: B&PC, Inc.
Internal
Address: _____

Street Address: 7335 Lee Highway
City: Radford State: VA Zip: 24141

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Virginia
 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: 3-31-99

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____
75/197,049

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

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

Name: William H. Murray, Esquire
Internal Address: Duane Morris LLP

Street Address: One Liberty Place

City: Philadelphia State: PA Zip: 19103-7396

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: _____

DO NOT USE THIS SPACE

9. Signature.

Robert E. Rosenthal, Esquire  July 24, 2002
Name of Person Signing Signature Date

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

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

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TRADEMARK
REEL: 002554 FRAME: 0945

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
BIOLOGICAL & POPULAR CULTURE, INC.
INTO
B&PC, INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Biological & Popular Culture, Inc. (the "Corporation"), a Delaware corporation,
DOES HEREBY CERTIFY:

FIRST: That the Corporation is organized and existing under the General Corporation Laws of the State of Delaware and that B&PC, Inc ("B&PC"), is incorporated pursuant to the Laws of the Commonwealth of Virginia.

SECOND: That the Corporation owns all of the outstanding shares of each class of capital stock of B&PC.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof, effective as of March 31, 1999, and filed with the minutes of the Board, pursuant to Section 141(f) of the Delaware General Corporation Law, determined to, and effective as provided in Paragraph Fifth below does merge itself into said B&PC.

RESOLVED, that the Corporation merge itself into its wholly owned subsidiary, B&PC, Inc., a Virginia corporation; and be it further

RESOLVED, that the Chairman of the Board, Chief Executive Officer and President and any Vice President of the Corporation be, and each hereby is, authorized to make and execute, and the Secretary or any Assistant Secretary be and each hereby is authorized to attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of the Corporation into B&PC, Inc., and the date of adoption hereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of the City of Wilmington, County of New Castle and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said merger.

RESOLVED, that each issued and outstanding share of common stock of B&PC shall be canceled, and that each issued and outstanding share of common stock of the Corporation shall be converted into 10 shares of common stock of B&PC which shares shall be issued promptly upon the surrender of the certificates that formerly represented the issued and outstanding shares of common stock of the Corporation.


FOURTH: That the sole shareholder of the Corporation approved the proposed Merger described in the foregoing resolutions by written consent dated March 31, 1999.

FIFTH: That effective time and date of the merger of the Corporation with and into B&PC shall be 9:00 a.m. on March 31, 1999.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, said Biological & Popular Culture, Inc. has caused this Certificate to be signed by its authorized officer, this 31st day of March, 1999.


BIOLOGICAL & POPULAR CULTURE, INC.

By: 
Name: Marcus E. Smith
Title: Secretary


Witness

B&PC, Inc. hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Corporation, as well as for enforcement of any obligation of B&PC, Inc. arising from the merger and B&PC, Inc. hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to B&PC, Inc. at the following address:

B&PC, Inc.
7335 Lee Highway
Radford, Virginia 24141
Attention: Marcus E. Smith

B&PC, INC.
By: 
Name: Marcus E. Smith
Title: Secretary


Witness

Exhibit A

PLAN OF MERGER

1. Merger. At the Effective Time (as defined below), Biological & Popular Culture, Inc., a Delaware corporation (the "Merged Corporation"), shall be merged (the "Merger"), with and into B&PC, Inc., a Virginia corporation (the "Surviving Corporation"), in accordance with the provisions of Article 12 of the Virginia Stock Corporation Act and Subchapter IX of the Delaware General Corporation Law; the Surviving Corporation shall be, and continue in existence as, the surviving corporation; and the separate corporate existence of the Merged Corporation shall cease.

2. Effective Time. Pursuant to Section 13.1-606 of the Virginia Stock Corporation Act and Section 103 of the Delaware General Corporation Law, the effective time and date of the Merger shall be 9:00 a.m. on March 31, 1999 (the "Effective Time").

3. Effect of Merger on Outstanding Shares.

(a) At the Effective Time, each issued and outstanding share of capital stock of the Surviving Corporation shall be canceled.

(b) At the Effective Time, each issued and outstanding share of common stock of the Merged Corporation shall be converted into the right to receive 10 shares of common stock of the Surviving Corporation.

4. Approval of Sole Shareholder of the Merged Corporation. The sole shareholder of the Merged Corporation approved this Plan of Merger by written consent, effective March 31, 1999.

5. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect at the Effective Time shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of the Surviving Corporation after the Effective Time.

6. Tax Effect. The Merger is intended to be a reorganization, and this Plan of Merger is intended to be a plan of reorganization, within the meaning of Section 368(a) of the Internal Revenue Code.