



08-23-2002

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

Form PTO-1594
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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):

KIK Holdings (USA) Inc. *8-19-02*

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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: 12/21/1998

2. Name and address of receiving party(ies)

Name: KIK International Inc.

Internal Address: _____

Street Address: 33 MacIntosh Boulevard

City: Concord, ON State: Canada Zip: L4K 4L5

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,959,665

Additional number(s) attached Yes No

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

Name: Jennifer L. Dean

Internal Address: Drinker Biddle & Peath
Suite 1100

Street Address: 1500 K Street, N.W.

City: Washington State: DC Zip: 20005

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:

(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.

Jennifer L. Dean
Name of Person Signing

Jennifer L. Dean
Signature

August 19, 2002
Date

Total number of pages including cover sheet, attachments, and document: 4

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

FILED BY COURIER
August 19, 2002
Brenda J. Coffey

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REEL: 002568 FRAME: 0284

08/22/2002 AAH#01 00000133 1959665
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**CERTIFICATE OF OWNERSHIP AND MERGER
OF KIK INTERNATIONAL INC.
WITH AND INTO
KIK HOLDINGS (USA) INC.**

The undersigned corporation does hereby certify that:

1. KIK Holdings (USA) Inc., a Delaware corporation ("Holdings"), is the owner of all of the outstanding shares of capital stock of KIK International Inc., a Colorado corporation ("Sub").
2. The surviving company of the merger contemplated hereby is Holdings (as such, the "Surviving Corporation").
3. The merged corporation is Sub.
4. The aforementioned merger and the amendment to the certificate of incorporation of Holdings contained herein were approved by the unanimous written consents of the Board of Directors of Holdings and the sole shareholder of Holdings in accordance with Sections 141(f), 242, 253 and 228 of the Delaware General Corporation Law as of December 21, 1998, copies of which resolutions are attached hereto as Exhibit A.
5. The merger of International with and into the Surviving Company has been adopted, approved, certified, executed and acknowledged by International in accordance with the laws of Colorado, including the Colorado Business Corporation Act.
6. The Certificate of Incorporation of the Surviving Corporation is hereby further amended as follows:

Article 1 is hereby deleted in its entirety and replaced with the following:

"The name of the corporation is KIK International Inc."

7. This Certificate shall be effective as of the close of business, December 31, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of December 21, 1998.

KIK Holdings (USA) Inc.

By: /s/ David Cynamon
Name: David Cynamon
Title: President

EXHIBIT A

Director resolutions adopted effective December 21, 1998

RESOLVED, that the Corporation is authorized and empowered to make, execute and deliver and perform its obligations under the Plan of Merger, pursuant to which (a) Sub is merged with and into the Corporation with the Corporation being the surviving company, (b) the Certificate of Incorporation of the Corporation is further amended by changing the Corporation's name to "KIK International Inc."

• * *

RESOLVED, that the Plan of Merger and the actions contemplated thereby and by the foregoing resolutions are hereby recommended to the Corporation's sole stockholder.

Stockholder resolutions adopted effective December 21, 1998

RESOLVED, that the Corporation is authorized and empowered to make, execute and deliver and perform its obligations under the Plan of Merger previously reviewed by the Corporation's sole stockholder, pursuant to which, inter alia, the Corporation's name is changed to "KIK International Inc."

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"KIK INTERNATIONAL INC.", A COLORADO CORPORATION, WITH AND INTO "KIK HOLDINGS (USA) INC." UNDER THE NAME OF "KIK INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9499989

DATE: 01-04-99