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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.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): The Butcher Company, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Massachusetts Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: The Butcher Company Internal Address: Street Address: 67 Forest Street City: Marlborough State: MA Zip: 01752 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 Execution Date: September 14, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76129663 76129656 76115524 75898359 76127919 75904537 76115756 Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1517732 2014369 2372320 1517733 1510630 2048575 2321434 1316421 2400410

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Ralph H. Lane Internal Address: Law Office of Ralph H. Lane Street Address: 6427 Charles Street City: Racine State: WI Zip: 53402

6. Total number of applications and registrations involved: 99 7. Total fee (37 CFR 3.41): \$ 2,490 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. Ralph H. Lane Name of Person Signing Signature Date Sept. 16, 2002 Total number of pages including cover sheet, attachments, and document: 6

09/24/2002 MUPELLER 00000063 76129663 01 FC:481 02 FC:482

40.00 OP Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231 2450.00 OP

For additional registration numbers for Item 4, please see the the attached page.

CONTINUATION SHEET - Item 4

Eighty-eight additional registration numbers  
 pertaining to Merger and Change of Name  
 executed September 14, 2000

from The Butcher Company, Inc. (MA) to The Butcher Company (DE)

Registration Number(s)			Registration Number(s)		
0570129	2072953	1511449	1511448	2256417	1116539
1309570	2587549	2254358	1921414	1983614	2162244
2482426	1514256	1516147	1748057	2149978	1546005
1923707	2409316	1539943	2392849	1097130	2165994
0775949	1983106	2112065	2185950	1667328	1762321
1575921	1545093	2332759	1570553	1514257	1510629
1525054	2162242	2512287	1692313	2324136	1921413

Registration Number(s)			Registration Number(s)		
2164169	2490570	2164167	2487522	2509421	2027678
2475865	2236538	2190883	2198012	2498132	1989343
1510633	1546006	2164168	2009043	2498131	2162241
2433420	2327590	2169714	2189401	2498189	1550663
2162243	2208686	2310256	2167745	2012698	2316767
1516956	2164173	2417863	2167753	2396703	2324379
2164174	2197983	2169715	2167746	2202759	

*Any inquiries concerning this document may be addressed to:*

Ralph H. Lane

Law Office of Ralph H. Lane

6427 Charles Street

Racine, WI 53402-1523

(262) 752-0212

*Attorney for The Butcher Company*

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 OWNERSHIP OF "BUTCHER ACQUISITION CO.", CHANGING ITS NAME FROM "BUTCHER ACQUISITION CO." TO "THE BUTCHER COMPANY", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2000, AT 12:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1162012

010259561

DATE: 05-31-01

TRADEMARK  
REEL: 002579 FRAME: 0096

**CERTIFICATE OF MERGER OF  
THE BUTCHER COMPANY, INC. WITH AND INTO  
BUTCHER ACQUISITION CO.**

In accordance with Section 253 of the Delaware General Corporation Law and Section 82 of the Massachusetts Business Corporation Law, the undersigned, as the duly appointed and acting Vice-President and Secretary of Butcher Acquisition Co., a Delaware corporation, ("BAC"), certifies as follows:

1. BAC owns 100% of the outstanding shares of each class of stock of The Butcher Company, Inc., a Massachusetts corporation (the "Butcher Company").
2. Attached hereto as Exhibit A is a true and complete copy of the Resolutions of the Sole Director of BAC approving and adopting the merger of the Butcher Company with and into BAC (the "Merger"), which Resolutions have not been in any way amended, annulled, rescinded or revoked and are in full force and effect on the date hereof.
3. As of the close of the business day on September 18, 2000, ARTICLE I of BAC's Certificate of Incorporation shall be amended to read as follows:

The name of corporation is The Butcher Company.

Witness, my hand on this 14<sup>th</sup> day of September, 2000.

BUTCHER ACQUISITION CO.

BY 

Luis F. Machado, Vice-President  
And Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:30 PM 09/18/2000  
001469081 - 3270180

**RECORD OF ACTION TAKEN BY CONSENT OF THE  
SOLE DIRECTOR OF BUTCHER ACQUISITION CO.**

The undersigned, being the sole director of Butcher Acquisition Co., a Delaware corporation (the "Corporation"), adopts the following Recitals and Resolutions in accordance with Section 141(f) of the Delaware General Corporation Law

**RECITALS**

A. Pursuant to that certain Stock Purchase Agreement dated as of the same date hereof, by and between the Corporation and The Butcher Company Trust, the Corporation acquired all of the issued and outstanding stock of The Butcher Company, Inc., a Massachusetts corporation (the "Butcher Company").

B. The undersigned deems it to be in the best interests of the Corporation to merge its wholly-owned subsidiary, the Butcher Company, with and into the Corporation, with the Corporation being the surviving corporation, pursuant to Section 253 of the Delaware General Corporation Law and Section 82 of the Massachusetts Business Corporation Law (the "Merger").

**RESOLUTIONS**

1. The Merger of the Butcher Company with and into the Corporation is hereby approved and adopted on behalf of the Corporation, and the President or any other appropriate officer of the Corporation is hereby authorized and directed to (a) execute the Certificate of Merger and file such certificate with the Secretary of State of Delaware, (b) and execute the Articles of Merger and file such articles with the Secretary of Commonwealth of Massachusetts, both substantially in the form and substance as reviewed and approved by the undersigned.

2. The change of name of the Corporation, as set forth in the Certificate of Merger and the Articles of Merger, respectively, to "The Butcher Company" is approved, adopted and ratified on behalf of the Corporation.

3. The President or any other appropriate officer of the Corporation is authorized and directed, on behalf of the Corporation, to perform any and all other transactions contemplated by the Merger, to execute such other documents and to take such other actions as she or he in her or his sole discretion deems necessary,

appropriate or advisable to effect the intent of the foregoing recitals and resolutions.

Dated as of the 1<sup>st</sup> day of September, 2000.

SOLE DIRECTOR:



Luis F. Machado