

10-02-2002

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 3/31/2002)

RE 102238603

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

Tab settings

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

1. Name of conveying party(ies): NuTek International, Inc.

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Ownership transfer / Merger

Execution Date: 1-22-02 (see attachment)

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

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

A. Trademark Application No.(s)

VEROX 78/1038730

B. Trademark Registration No.(s)

Additional number(s) attached Yes 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 St., Suite 606

City: Wilmington State: DE Zip: 19801

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.

Kenneth Howlett Name of Person Signing

Signature

1-22-02 Date

Total number of pages including cover sheet, attachments, and document: 6

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

10/02/2002 GTON11 00000098 78038730

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40.00 OP

TRADEMARK REEL: 002591 FRAME: 0657

September 30, 2002

USPTO Assignment Division
Washington, DC 20231

Re: Corrections to previous recorded assignment.

1. Corrected ownership transfer / merger. To correct assignor's name / remove property numbers and remove other marks.....

(REMOVE)

Optimet Research Institute marks 2354966

Global Pacific Aviation marks 2473526 & 2513613

Refer to Reel 2544 Frame 343

7-19-02

07-17-2002

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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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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):
 Optimet Research Institute
 Nutek International, Inc.
 Global Pacific Aviation, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 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
 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 / Merger

Execution Date: 1-22-02

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 781038730 (Verox)

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
 2354966 (Optimet)
 2473526 (GPA-1206)
 2513613 (Adhesion Release Technology)

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
 Enclosed
 (see attached Credit Card)
 Authorized to be charged to deposit account

8. Deposit account number:

9. Signature:
 Kenneth Howlett
 Name of Person Signing Signature Date: 1-22-02

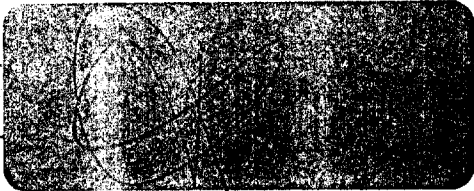
Total number of pages including cover sheet, attachments, and document: 2

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 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

703-396-5995

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(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.

80-92-1

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

01/29/2002 DBYRNE 00000029 78038730
40.00 UP
02 FC:481
02 FC:482 75.00 DP

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
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

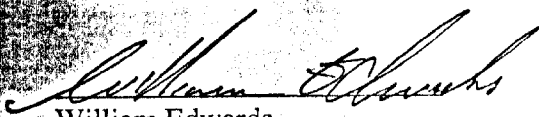
Order of Business: "Transfer of Trademarks"

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


William Edwards

Date: January 1-22-02