

10-28-2002



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TRADEMARKS ONLY

OVER SHEET

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): 10-18-02
Rite-Off, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: June 19, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,742,595
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Paul J. Kennedy
Internal Address: Pepper Hamilton LLP
3000 Two Logan Square
Street Address: 18th and ARch Sts.
City: Phila. State: PA Zip: 19103-2799

2. Name and address of receiving party(ies)
Name: Green Tree Chemical Technologies, Inc.
Internal Address: _____
Address: _____
Street Address: 105 Park Avenue
City: Seaford State: DE Zip: 19773
 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

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.
Paul J. Kennedy Paul J. Kennedy October 18, 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

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
2002 OCT 18 PM 2:56

40.00 DP
10/25/2002 11:11:02 AM 0000062 1742595
01 FC:0521

RE: Recordation Cover Sheet (Trademarks – Only)
Merger of Rite-Off, Inc. into Green Tree Chemical Technologies, Inc. dated June 19, 2002

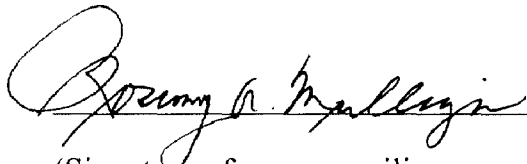
“EXPRESS MAIL” MAILING LABEL NUMBER: EL750659713US

DATE OF DEPOSIT: October 18, 2002

I HEREBY CERTIFY THAT THIS PAPER OR FEE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE “EXPRESS MAIL POST OFFICE TO ADDRESSEE” SERVICE UNDER 37 CFR 1.10 ON THE DATE INDICATED ABOVE AND IS ADDRESSED TO COMMISSIONER FOR PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, DC 20231.

Rosemary A. Mulligan

(Typed or printed name of person mailing paper or fee)

A handwritten signature in cursive script, appearing to read "Rosemary A. Mulligan", written over a horizontal line.

(Signature of person mailing paper or fee)

Office of the Secretary of State

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:

"GREEN TREE CHEMICAL TECHNOLOGIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RITE-OFF, INC." UNDER THE NAME OF "GREEN TREE CHEMICAL TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JUNE, A.D. 2000, AT 12 O'CLOCK P.M.

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

2123733 8100M
001309393



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0505341

AUTHENTICATION:

06-19-00

DATE:

TRADEMARK
REEL: 002604 FRAME: 0786

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
GREEN TREE CHEMICAL TECHNOLOGIES, INC.
INTO
RITE-OFF, INC.**

RITE-OFF, INC. (the "Corporation"), a corporation duly organized and validly existing under the laws of the state of Delaware, does hereby certify:

FIRST: That the Corporation owns of all of the outstanding stock of Green Tree Chemical Technologies, Inc., a Delaware corporation (the "Subsidiary").

SECOND: That the Corporation, by the following resolutions adopted by unanimous written consent of directors of the Corporation on June 16, 2000, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of the State of Delaware does, merge Subsidiary into Corporation and change the Corporation's name to Green Tree Chemical Technologies, Inc.:

"WHEREAS, the Corporation is the owner of all of the issued and outstanding shares of capital stock of GREEN TREE CHEMICAL TECHNOLOGIES, INC., a Delaware corporation (the "Subsidiary"); and

WHEREAS, this Corporation desires the Subsidiary to merge with and into the Corporation pursuant to the provision of 8 Del. C. § 253 (the "Merger"); and

WHEREAS, the Corporation desires to change its corporate name to GREEN TREE CHEMICAL TECHNOLOGIES, INC. effective upon the filing of this Certificate of Ownership and Merger with the Secretary of the State of Delaware, pursuant to the provision of 8 Del. C. § 253(b).

NOW, THEREFORE, BE IT

RESOLVED, that effective upon the filing of a Certificate of Ownership and Merger incorporating these resolutions with the Secretary of the State of Delaware (the "Effective Time"), but is subject to the approval of the stockholders of this Corporation, the Subsidiary shall merge into the Corporation, which will be the surviving corporation and will thereby assume all obligations of the of the Subsidiary; and it is further

RESOLVED, that at the Effective Time, each share of the Subsidiary's common stock shall be canceled and extinguished; and it is

further

RESOLVED, that the Merger shall be submitted to the stockholders of the Corporation and that upon receiving the unanimous written consent of such stockholders, the Merger shall be approved; and it is further

RESOLVED, that the President of the Corporation be, and he hereby is, authorized to certify a Certificate of Ownership and Merger setting forth a copy of the foregoing resolutions, and to cause the same to be filed with the Secretary of the State of Delaware 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 the Merger; and it is further

RESOLVED, that, pursuant to 8 Del. C. § 253(b), the certificate of incorporation of the Corporation be amended by deleting Article **FIRST** thereof and substituting therefor the following:

'FIRST: The name of the corporation is Green Tree Chemical Technologies, Inc.'

THIRD: That the merger has been adopted, approved, certified, executed, and acknowledged by the holders of all issued and outstanding shares of the Corporation's capital stock by unanimous written consent in accordance with 8 Del. C. § 228(a).

[Signature Page Follows]

IN WITNESS WHEREOF, Bruce Edge, President of RITE-OFF, INC., has executed this Certificate of Ownership and Merger this 16th day of June, 2000, and does hereby certify under penalties of perjury, that said certificate is the act and deed of the undersigned and the statement made herein are true.



Bruce Edge, President