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FINANCE SECTION

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WRITER'S DIRECT DIAL
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WRITER'S EMAIL ADDRESS
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November 1, 2002

RECORDATION FORM COVER SHEET - TRADEMARKS

Assistant Commissioner for Trademarks
Box Assignments
Washington DC 20231

Attn: BOX ASSIGNMENTS FEE

Certificate of Express Mail Pursuant to 37 C.F.R., §1.10

Express Mail® mailing label number EJ339189433US

I hereby certify that this correspondence is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service on November 1, 2002

Jessica Guadalupe — Printed Name
Jessica Guadalupe — Signature
November 1, 2002 — Signature Date

Re: Recordal of Assignment
Assignor: ARTHUR SCHUMAN, INC.
Assignee: SCHUMAN MERGING ENTITY, INC.

Trademarks:	Reg. No. 1,312,496	**ARGITONI**
	Reg. No. 2,168,819	**BELLA ROSA**
	Reg. No. 2,210,610	**CELLO**
	Reg. No. 1,665,960	**CELLO & Design**
	Reg. No. 1,869,796	**CILU & Design**
	Reg. No. 795,665	**EMPIRIA**
	Reg. No. 786,882	**IMPERIA**
	Reg. No. 2,095,810	**QUESO SOLIMAR & Design**
	Reg. No. 1,837,984	**SUPERIOR ASI & Design**
	Reg. No. 2,638,979	**UNIVERSAL**
	Reg. No. 2,100,080	**VENACASA & Design**
	Reg. No. 1,517,316	**ZANETTI & Design**
	Reg. No. 1,519,993	**ZANETTI & Design**

Our Ref.: 5125-601

11/12/2002 GTON11 00000004 1312496
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02 FC:8522 300.00 OP

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

Arthur Schuman, Inc., a corporation organized and existing under the laws of the State of New York.

2. Name and address of receiving party(ies):

Schuman Merging Entity, Inc., a corporation organized and existing under the laws of the State of New Jersey is located and doing business at 40 New Dutch Lane, Fairfield, NJ 07004.

3. Nature of conveyance:

Merger
Effective date: September 30, 2002

4. Trademark Application/Registration Numbers:

Reg. No. 1,312,496	**ARGITONI**
Reg. No. 2,168,819	**BELLA ROSA**
Reg. No. 2,210,610	**CELLO**
Reg. No. 1,665,960	**CELLO & Design**
Reg. No. 1,869,796	**CILU & Design**
Reg. No. 795,665	**EMPIRIA**
Reg. No. 786,882	**IMPERIA**
Reg. No. 2,095,810	**QUESO SOLIMAR & Design**
Reg. No. 1,837,984	**SUPERIOR ASI & Design**
Reg. No. 2,638,979	**UNIVERSAL**
Reg. No. 2,100,080	**VENACASA & Design**
Reg. No. 1,517,316	**ZANETTI & Design**
Reg. No. 1,519,993	**ZANETTI & Design**

5. Please address all correspondence in this matter to:

Debra I. Resnick
Hartman & Craven LLP
460 Park Avenue
New York, New York 10022
(212) 753-7500

6. Total number of applications and registrations involved: 13

7. Total fee enclosed: $340

8. Also enclosed is Certificate of Express Mail, label No. EJ339189433US, and an acknowledgment postcard.

9. 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.

Sincerely,

Debra I. Resnick

Enclosures

Total number of pages comprising cover sheet: 3

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CSC 45

CERTIFICATE OF MERGER
OF
ARTHUR SCHUMAN, INC.,
a New York Corporation
AND
SCHUMAN MERGING ENTITY, INC.,
a New Jersey Corporation
INTO
SCHUMAN MERGING ENTITY, INC.,
a New Jersey Corporation

Under Section 907 of the Business Corporation Law

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

ARTICLE 1: The Stockholders and Board of Directors of each of the constituent corporations have authorized and adopted a plan of merger, by unanimous written consent, setting forth the terms and conditions of the merger of said corporations.

ARTICLE 2: The name of the foreign constituent corporation, which is to be the surviving corporation, is SCHUMAN MERGING ENTITY, INC. (hereinafter the "Surviving Corp."). The jurisdiction of its incorporation is New Jersey and the date of its incorporation therein is September 26, 2002. No application for Authority in the State of New York of the Surviving Corp. to transact business as a foreign corporation therein was filed by the Department of the State of the State of New York; and it is not to do business in the State of New York until an Application for Authority shall have been filed by the Department of State of the State of New York.

ARTICLE 3: The name of the domestic constituent corporation, which is being merged into the Surviving Corporation, is ARTHUR SCHUMAN, INC. (hereinafter the "Merged

/

Corp."). The date upon which its certificate of incorporation was filed by the Department of State of the State of New York is July 5, 1946.

ARTICLE 4: As to each corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

SCHUMAN MERGING ENTITY, INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of classes and series entitled to vote	Classes and series entitled to vote as a class
Common	109.25	Common	N/A

ARTHUR SCHUMAN, INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of classes and series entitled to vote	Classes and series entitled to vote as a class
Common	109.25	Common	N/A

ARTICLE 5: The merger herein certified was authorized in respect of the Merged Corp. by the written consent of the holders of outstanding shares of the Merged Corp. entitled to vote on the plan of merger, having not less than the minimum requisite proportion of votes, which has been given in accordance with Section 615 of the Business Corporation Law of the State of New York.

ARTICLE 6: The merger herein certified is permitted under the laws of the jurisdiction of incorporation of the Surviving Corp. and in compliance with said laws.

ARTICLE 7: The Surviving Corp. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the Merged Corp., for the enforcement of any liability or obligation of the Surviving Corp. for which the Surviving Corp. is previously amenable to suit in the State of New York and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the Merged Corp. to receive payment for their shares against the Surviving Corp.

ARTICLE 8: The Surviving Corp. agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the Merged Corp. the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

ARTICLE 9: The Surviving Corp. hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of the State shall mail a copy of any process against the Surviving Corp. served upon it is: 40 New Dutch Lane, Fairfield, New Jersey 07004.

ARTICLE 10: Each of the constituent corporations hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the

State of New York which are now due and payable by the Merged Corp. have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the Merged Corp. The said report, if estimated, is subject to amendment. The Merged Corp. agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the Merged Corp.

ARTICLE 11: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Law of the State of New York govern such effective date, shall be the date of September 30, 2002.

ARTHUR SCHUMAN, INC.

By: NEAL H. SCHUMAN, President

SCHUMAN MERGING ENTITY, INC.

By: NEAL H. SCHUMAN, President

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HFNWK1: #39002 v.2 #04874-0001 09/27/2002

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CERTIFICATE OF MERGER

OF

ARTHUR SCHUMAN, INC.

INTO

SCHUMAN MERGING ENTITY, INC.

Section 907 of the Business Corporation Law

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1cc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 30 2002

TAX $ _____
BY: Tmb

Filer: Herrick, Feinstein Llp
11th Floor
2 Penn Plaza East
Newark, NJ 07105
Cust. Ref#761919AJC

DRAWDOWN

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FILED
SEP 30 2002
STATE TREASURER

CERTIFICATE OF MERGER

OF

ARTHUR SCHUMAN, INC.,
a New York Corporation
1595459500
AND

SCHUMAN MERGING ENTITY, INC.
a New Jersey Corporation

To: The Department of Treasury
of the State of New Jersey

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified as follows:

ARTICLE 1: The names of the merging corporations are ARTHUR SCHUMAN, INC., which is a business corporation organized under the laws of the State of New York, and SCHUMAN MERGING ENTITY, INC., which is a business corporation organized under the laws of the State of New Jersey.

ARTICLE 2: Annexed hereto and made a part hereof is the Plan of Merger for merging ARTHUR SCHUMAN, INC. with and into SCHUMAN MERGING ENTITY, INC. as approved by the Board of Directors of each of said corporations.

ARTICLE 3: The number of shares of ARTHUR SCHUMAN, INC. which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders was 109.25,

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J2223430

HPNWK1: #39004 v.2 #06874-0001 09/26/2002

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all of which were of one class. All of the shareholders, pursuant to a written consent, approved the Plan of Merger on September 27, 2002.

ARTICLE 4: The number of shares of SCHUMAN MERGING ENTITY, INC. which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders was 109.25, all of which were of one class. All of the shareholders of the aforesaid corporation, pursuant to a written consent, approved the Plan of Merger on September 27, 2002.

ARTICLE 5: The applicable provisions of the laws of the jurisdiction of organization of ARTHUR SCHUMAN, INC. relating to the merger of ARTHUR SCHUMAN, INC. with and into SCHUMAN MERGING ENTITY, INC. will have been complied with upon compliance with any of the filing and recording requirements thereof.

ARTICLE 6: SCHUMAN MERGING ENTITY, INC. will continue in existence as the surviving corporation under the name ARTHUR SCHUMAN, INC. pursuant to the provisions of the New Jersey Business Corporation Act.

ARTICLE 7: The effective date of the merger herein provided for in the State of New Jersey shall be September 30, 2002.

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Executed on September 27, 2002

ARTHUR SCHUMAN, INC.

By: NEAL H. SCHUMAN, President

SCHUMAN MERGING ENTITY, INC.

By: NEAL H. SCHUMAN, President

HPNWK1: #39004 v.2 #04874-0001 09/26/2002

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

ARTHUR SCHUMAN, INC.

I, the Treasurer of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the
Certificate of Merger
Filed in this office
September 30, 2002
as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 1st day of October, 2002

John E McCormac, CPA
State Treasurer

State of New York } ss:
Department of State }

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on OCT 03 2002

Secretary of State

DOS-200 (Rev. 03/02)