

11-22-2002

S-3322, S-5184, S-5187, S-6812, S-6813



RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

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TRADEMARKS ONLY

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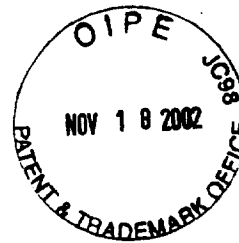
TO THE HONORABLE COMMISSIONER OF Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Jolly Gardener Products, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Maryland
 Other _____

2. Name and address of receiving party(ies):
Jolly Gardener Products, Inc.
481 Springwater Road
P. O. Box 527
Poland Springs, ME 04274

Individual Citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-Delaware
 Other _____



MRO
11-18-02

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Additional name(s) & address(es) attached? Yes No

Appointment of Domestic Representative attached? Yes No

Execution Date: **August 11, 1999**

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

A. Trademark Application No.(s)
76/433,921
76/434,292

B. Trademark Registration No.(s)
1,890,072
1,956,865
2,543,855

Additional number(s) attached? Yes No

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

SUGHRUE MION, PLLC
2100 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20037-3213

Attention: **Jody H. Drake**

6. Total number of applications and registrations involved:
5

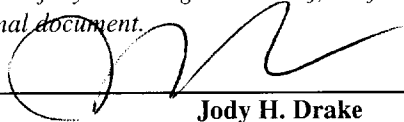
7. Total fee (37 CFR 3.41): \$140.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.
 Authorized to be charged to deposit account

8. Deposit account number:
19-4880
 (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.



Jody H. Drake

11/18/02

 Date

Total number of pages including cover sheet, attachments, and documents: **7**

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

11/21/2002 DBYRNE 00000123 76433921

01 FC:8521
02 FC:8522

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TRADEMARK
REEL: 002620 FRAME: 0927

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:05 AM 08/13/1999
991333312 - 3070864

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
JOLLY GARDENER PRODUCTS, INC.
(a Maryland corporation)
INTO
JGP SUB, INC.
(a Delaware corporation)**

It is hereby certified that:

1. Jolly Gardener Products, Inc. (hereinafter called the "corporation") is a corporation of the State of Maryland, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The corporation, as the owner of all of the outstanding shares of the stock of JGP Sub, Inc., hereby merges itself into JGP Sub, Inc., a corporation of the State of Delaware.

3. The following is a copy of the resolutions adopted on the 11th day of August, 1999, by the Board of Directors of the corporation to merge the corporation into JGP Sub, Inc.:

RESOLVED that this corporation be reincorporated in the State of Delaware by merging itself into JGP Sub, Inc. pursuant to the laws of the State of Maryland and the State of Delaware as hereinafter provided, so that the separate existence of this corporation shall cease as soon as the merger shall become effective, and thereupon this corporation and JGP Sub, Inc. will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of this corporation shall become vested in and be held by JGP Sub, Inc. as fully and entirely and without change of diminution as the same were before held and enjoyed by this corporation, and JGP Sub, Inc. shall assume all of the obligations of this corporation.

(b) Each share of common stock, \$.01 par value, of this corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be

converted into one issued and outstanding share of either Class A or Class B Common Stock, \$0.01 par value, of JGP Sub, Inc., based on a determination of the corporation, acting through the Board of Directors of JGP Sub, Inc., and, from and after the effective time of the merger, the holders of all issued and outstanding shares of common stock of this corporation shall automatically be and become holders of shares of JGP Sub, Inc. upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of this corporation may surrender the same to JGP Sub, Inc. as its office in Baltimore, Maryland and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of JGP Sub, Inc. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of this corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of JGP Sub, Inc..

(d) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of JGP Sub, Inc. shall be the Certificate of Incorporation and the By-Laws of JGP Sub, Inc. as in effect immediately prior to such effective time except that Article First thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

"FIRST: The name of the corporation is Jolly Gardner Products, Inc."

and the Certificate of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

(e) The members of the Board of Directors and officers of the corporation shall be the members of the Board of Directors and the corresponding officers of JGP Sub, Inc. at the effective time of the merger.

(f) From and after the effective time of the merger, the assets and liabilities of this corporation and of JGP Sub, Inc. shall be entered on the books of JGP Sub, Inc. at the amounts at which they shall be carried at such time on the respective books of this corporation and of JGP Sub, Inc., subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of JGP Sub, Inc., in accordance with generally accepted accounting principles, the capital and surplus of JGP Sub, Inc. shall be equal to the capital and surplus of this corporation and of JGP Sub, Inc.

4. The proposed merger herein certified has been adopted, approved, certified, executed, and acknowledged by Jolly Gardener Products, Inc. in accordance with the laws under which it is organized.

5. The effective time of the Certificate of Ownership and Merger, and the time when the merger therein certified shall become effective, shall be the later of the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware or the filing of the Articles of Merger with the State Department of Assessments and Taxation of Maryland.

Signed on August 11th, 1999

JOLLY GARDENER PRODUCTS, INC.

By: *Case Wagner*
Name: Case Wagner
Title: President

JGP SUB, INC.

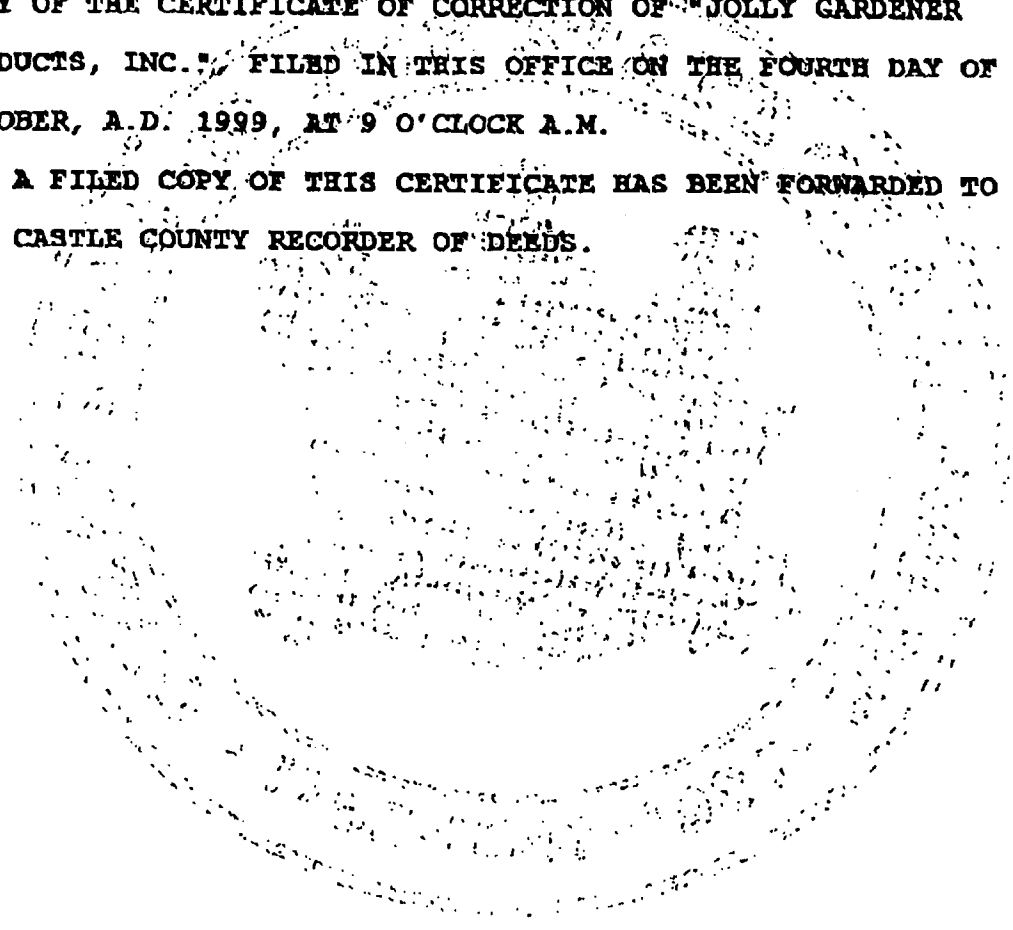
By: *Brian Mahoney*
Name: Brian Mahoney
Title: President

State of Delaware

Office of the Secretary of State PAGE 1

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 CORRECTION OF "JOLLY GARDENER PRODUCTS, INC." FILED IN THIS OFFICE ON THE FOURTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.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

3070864 8100

991416977

AUTHENTICATION: 0006289

DATE: 10-04-99

TRADEMARK
REEL: 002620 FRAME: 0931

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/04/1999
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CERTIFICATE OF CORRECTION OF
RESTATED CERTIFICATE OF INCORPORATION
OF
JOLLY GARDENER PRODUCTS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Jolly Gardener Products, Inc.

2. The Restated Certificate of Correction of the Corporation, which was filed by the Secretary of State of Delaware on August 13, 1999, is hereby corrected.

3. The inaccuracy to be corrected in the instrument is as follows:

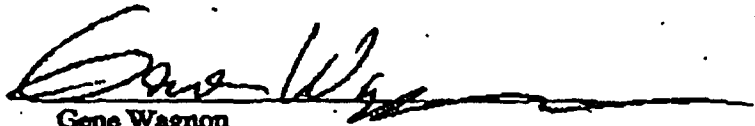
FOURTH: (a) The total authorized capital stock of the Corporation is Five Hundred Thousand (500,000) shares of common stock, each having one vote per share, consisting of 250,000 shares of Class A Common Stock, par value of \$.01 per share, and 250,000 shares of Class B Common Stock, par value \$.01 per share. The rights and privileges of Class A and Class B Common Stock shall be identical in all respects, with the singular exception set forth in Article Sixth regarding voting for the election of members of the Board of Directors. The aggregate par value of all shares of all classes having par value is \$5,000. The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

4. The portion of the instrument in corrected form is as follows:

FOURTH: (a) The total authorized capital stock of the Corporation is Five Hundred Thousand (500,000) shares of common stock, each having one vote per share, consisting of 250,000 shares of Class A Common Stock, par value of \$.01 per share, and 250,000 shares of Class B Common Stock, par value \$.01 per share. The rights and privileges of Class A and Class B Common Stock shall be identical in all respects, with the singular exception set forth in

Article Fifth regarding voting for the election of members of the Board of Directors. The aggregate par value of all shares of all classes having par value is \$5,000. The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

Signed on September 20, 1999.



Gene Wagnon
President