

11-26-2002

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Form PTO-1594
(Rev. 03/01)
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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):

Elemica Holdings, Inc. *10-28-02*

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 9/23/2002

2. Name and address of receiving party(ies)

Name: Elemica, Inc.

Internal Address: Suite 120

Street Address: 1200 Liberty Ridge

City: Wayne State: PA Zip: 19087

- 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) _____

B. Trademark Registration No.(s) 2,578,746

Additional number(s) attached Yes No

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

Name: Joan L. Long

Internal Address: Mayer, Brown, Rowe & Maw

Street Address: 190 S. LaSalle St.

City: Chicago State: IL Zip: 60603

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:

13-0019

DO NOT USE THIS SPACE

9. Signature.

11/25/2002 DBYRNE 00000178 2578746

01 FC:8521

Joan L. Long

40.00 00

Name of Person Signing


Signature

10-25-2002

Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
REEL: 002622 FRAME: 0711

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
ELEMICA, INC.
INTO
ELEMICA HOLDINGS, INC.

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Elemica Holdings, Inc., a Delaware corporation (the "Corporation"), desiring to merge ELEMICA, INC., a Delaware corporation and a wholly owned subsidiary of the Corporation (the "Subsidiary"), with and into the Corporation, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, as amended, DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: That the Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.

SECOND: That the Board of Directors of the Corporation, by the following resolutions duly adopted by unanimous written consent as of the 23rd day of September, 2002, determined to merge the Subsidiary with and into the Corporation:

RESOLVED, that, effective upon the filing in the office of the Secretary of State of the State of Delaware of a Certificate of Ownership and Merger setting forth a copy of these resolutions (the "Certificate of Ownership and Merger") (the time of such filing being hereinafter referred to as the "Effective Time"), Elemica Holdings, Inc., a Delaware corporation (the "Corporation"), merge ELEMICA, INC., a Delaware corporation and a wholly owned subsidiary of the Corporation (the "Subsidiary"), into the Corporation and, upon consummation of the merger, the Corporation shall be the surviving corporation and assume all of the Subsidiary's liabilities and obligations in a tax-free reorganization within the meaning of Section 368(a) of the U.S. Internal Revenue Code; and it is further

RESOLVED, that at the Effective Time and by virtue of the merger, ARTICLE 1 of the Certificate of Incorporation of the Corporation be amended to read as follows:

"ARTICLE 1. Name. The name of the corporation is Elemica, Inc. (the "Corporation")."

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to make, execute and acknowledge, in the name and on behalf of the Corporation, and to file in the proper public offices, the Certificate of Ownership and Merger; and it is further

RESOLVED, that at any time prior to the Effective Time, the Board of Directors of the Corporation, or any duly authorized committee thereof, may determine not to effect the merger of the Subsidiary into the Corporation; and it is further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute such certificates and other documents and to take such other actions as any such officer, in his or her discretion, shall deem necessary or advisable to consummate the merger of the Subsidiary into the Corporation and to effect the foregoing resolutions.

IN WITNESS WHEREOF, Elemica Holdings, Inc. has caused this Certificate to be executed by its duly authorized officer as of this 23 day of September, 2002.

ELEMICA HOLDINGS, INC.

By: 

Name: Ken Dolby

Title: President and Chief Executive Officer

Delaware

PAGE 1

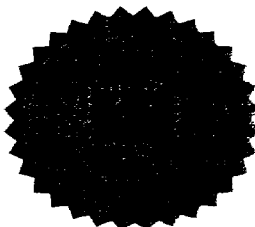
The First State

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, WHICH MERGES:

"ELEMICA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ELEMICA HOLDINGS, INC." UNDER THE NAME OF "ELEMICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2002, AT 1 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3570354 8100M

AUTHENTICATION: 1999409

020593167

DATE: 09-24-02
TRADEMARK

RECORDED: 10/28/2002

REEL: 002622 FRAME: 0714