

01-09-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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

Resulm

NRD 8-5-02

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

1. Name of conveying party(ies): Crouch & Fitzgerald Corporation 8-5-02
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State NJ
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Lenox, Incorporated
Internal
Address:
Street Address: 100 Lenox Drive
City: Lawrenceville State: NJ Zip: 08648
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State New Jersey
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
Execution Date: April 25 1991

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
N/A
B. Trademark Registration No.(s)
Registration # 252, 278
Registration # 506, 296
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Joshua L. Celeste, Esq.
Internal Address: Adler Pollock & Sheehan P.C.
Street Address: 2300 Financial Plaza
City: Providence State: RI Zip: 02903

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41): \$ 65.00
[X] 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.
Joshua L. Celeste
Name of Person Signing
Signature
Date 7/25/02

Total number of pages including cover sheet, attachments, and document 10

08/07/2002 TDI AZI 00000222 252278
01 FC:481 40.00 DP
12 FC:482 25.00 DP

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

TRADEMARK REEL: 002645 FRAME: 0091

CERTIFICATE OF MERGER
OF

F910425000-253
CT

CROUCH & FITZGERALD CORPORATION

INTO

LENOX, INCORPORATED

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

RECEIVED
DEPARTMENT OF
TAXATION AND FINANCE

MAY 16 1990

Lenox, Incorporated, a corporation of the State of New Jersey, pursuant to the provisions of Section 907 of the Business Corporation Law of the State of New York, hereby certifies as follows:

CORPORATION TAX
DISSOLUTION

RECEIVED
DEPARTMENT OF
TAXATION AND FINANCE

DEC 21 1990

1. Lenox, Incorporated (formed under the name of Ceramic Art Company), a corporation of the State of New Jersey owns all of the outstanding shares (of each class) of CROUCH & FITZGERALD CORPORATION.

CORPORATION TAX
DISSOLUTION

2. The designation and number of outstanding shares (of each class) and the number of such shares owned by Lenox Incorporated (hereinafter referred to as the "Surviving Corporation") are as follows:

RECEIVED
DEPARTMENT OF
TAXATION AND FINANCE

APR 02 1991

CORPORATION TAX
DISSOLUTION

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Surviving Corporation</u>
CROUCH & FITZGERALD CORPORATION	49.5 shares of common stock	49.5 shares of common stock

3. The Surviving Corporation owns all of the outstanding shares of the corporation to be merged.

4. The Certificate of Incorporation (entitled "Certificate of Reorganization") of CROUCH & FITZGERALD CORPORATION was filed in the Department of State on the 12th day of May, 1928.

5. The Surviving Corporation is a corporation of the State of New Jersey, which incorporated on the 17th day of May, 1889, and which filed its application for authority to do business in the State of New York on the 22nd day of November, 1983. The merger is permitted by the laws of the state of its incorporation and is in compliance therewith.

6. The Surviving Corporation 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 any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the Surviving Corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 100 Lenox Drive, Lawrenceville, New Jersey 08648 (Attention: Stephen F. Lichtenstein). Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

7. The merger shall be effective upon filing with the Department of State of New York.

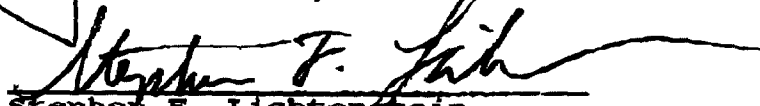
8. The merger was approved in accordance with the laws of the state of incorporation of the Surviving Corporation.

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IN WITNESS WHEREOF, this certificate has been signed on the 31ST day of DECEMBER, 1990 and the statements contained therein are affixed as true under the penalties of perjury.

LENOX, INCORPORATED


James B. Chiles, President


Stephen F. Lichtenstein,
Secretary

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JT-91(6/80) State of New York - Department of Taxation and Finance - Corporation Tax
Albany, New York 12227

To: SECRETARY OF STATE

Date: 4/22/91

NAME OF CORPORATION

GROUCH & FITZGERALD CORPORATION

ID# 13-0609440 AAS

Pursuant to provisions of Section 907 of the Business Corporation Law, the State Tax Commission hereby consents to the Merger of the above named corporation, into LENOX, INCORPORATED (NJ), if filed on or before 7/1/91. Certificate and fee are attached.

Filed by: CT



Director, Processing Division

By



CT
F910425000253

CERTIFICATE OF MERGER
OF

CROUCH & FITZGERALD CORPORATION

INTO

LENOX INCORPORATED

FOR THE PURPOSES OF THE BUSINESS CORPORATION

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FILED

JCC

STATE OF NEW JERSEY
DEPARTMENT OF STATE

FILED APR 25 1991

TAX \$

BY: Edw
nyeo

Louis A. Fantin, Gen. Csl.
Lenox Incorporated
100 Lenox Drive
P.O.Box 6449
Lawrenceville, N.J. 08648

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PLAN OF MERGER

FIRST: Lenox, Incorporated (formed under the name of The Ceramic Art Company), a corporation of the State of New Jersey, owns all of the outstanding shares (of each class) of CROUCH & FITZGERALD CORPORATION.

SECOND: The designation and number of outstanding shares (of each class) and the number of such shares owned by Lenox, Incorporated (hereinafter referred to as the "Surviving Corporation") are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Surviving Corporation</u>
CROUCH & FITZGERALD CORPORATION	49.5 shares of common stock	49.5 shares of common stock

THIRD: The terms and conditions of the proposed merger are as follows:

The Surviving Corporation shall assume the liabilities and obligations of CROUCH & FITZGERALD CORPORATION which shall merge with and into the Surviving Corporation.

All shares of common stock issued and outstanding of CROUCH & FITZGERALD CORPORATION shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor. CROUCH & FITZGERALD CORPORATION has no treasury shares of common stock and no class of stock, other than common stock, issued and outstanding.

FOURTH: The Articles of Incorporation and By Laws of Lenox, Incorporated shall be the Articles of Incorporation and By Laws of the Surviving Corporation. No changes or amendments shall be made to the Articles of Incorporation and By Laws because of this merger. The Directors and Officers of Lenox, Incorporated shall continue as Directors and Officers of the Surviving Corporation until the next annual meeting of shareholders and directors or until their successors shall have been elected and qualified.

FIFTH: At any time after the effective date of the merger, the last acting officers of CROUCH & FITZGERALD CORPORATION or the corresponding officers of the Surviving Corporation, may, in the name of CROUCH & FITZGERALD CORPORATION execute, acknowledge, seal and deliver all such proper deeds, assignments, and other such instruments and documents and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation, title to and possession of all CROUCH & FITZGERALD CORPORATION's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purpose of this Plan.

SIXTH: Notwithstanding any of the provisions of this Plan, the Directors of Lenox, Incorporated, prior to the effective date, and for any reasons they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective this contemplated merger as set forth herein in which case this Plan shall thereby be cancelled and become null and void.

SEVENTH: The foregoing Plan of Merger was duly adopted by the Board of Directors of the Surviving Corporation on April 6, 1990.

State of New York }
Department of State } ss:

028115

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

APR 25 1991


Secretary of State

DO8-200 (12/87)

Received Jun-25-2002 15:48

From-609 844 1595

To-ADLER POLLOCK & SHEE

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