

02-10-2003

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Docket No.:

100378-1

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To the Honorable Commissioner of Patents

102361850

attached original documents or copy thereof.

1. Name of conveying party(ies):

Flennor, Inc.

2-6-03

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

Name: Norco, Inc.

Internal Address:

Street Address: 139 Ethan Allen Highway

City: Ridgefield State: CT ZIP: 06877

- Individual(s)
- General Partnership
- Corporation-State Connecticut
- Other

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
 (Designations must be a separate document from Additional name(s) & address(es) Yes No

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: August 29, 1996

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,358,860

2,004,333

Additional numbers

Yes No

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

Name: Davy E. Zoneraich, Esq.

Internal Address:

Street Address: P.O. Box 1018

City: Somerville State: NJ ZIP: 08876

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 665.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

14-1263

02/10/2003 LMUELLER 00000006 1358860

DO NOT USE THIS SPACE

01 FC:8521 40.00 00
02 FC:8522 25.00 00

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.

Davy E. Zoneraich

Name of Person Signing

Davy Zoneraich
Signature

January 30, 2003

Date

Total number of pages including cover sheet, attachments, and

8

TRADEMARK

REEL: 002667 FRAME: 0066

OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS
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FINANCE SECTION

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF MERGER

OF

FLENNOR, INC.

(A Connecticut Stock Corporation)

WITH AND INTO

NORCO, INC.

(A Connecticut Stock Corporation)

1. The Plan of Merger is as provided in the Plan of Merger attached hereto as Exhibit A and made a part hereof (the "Plan"). The Plan provides for the merger of Flennor, Inc. ("Flennor"), a Connecticut stock corporation, with and into Norco, Inc. ("Norco"), a Connecticut stock corporation, which will be the surviving corporation. Flennor is a wholly-owned subsidiary of Norco.

2. The name of the surviving corporation shall be "Norco, Inc."

3. The Plan was adopted by Flennor in the following manner:

a. Shareholders. Pursuant to Section 33-370 of the Connecticut Stock Corporation Act, approval of the Plan by the shareholders of Flennor is not required.

b. Board of Directors. The Plan was approved by resolution duly adopted by the Board of Directors of Flennor.

4. The Plan was adopted by Norco in the following manner:

a. Shareholders. Pursuant to Section 33-370 of the Connecticut Stock Corporation Act, approval of the Plan by the shareholders of Norco is not required.

b. Board of Directors. The Plan was approved by resolution duly adopted by the Board of Directors of Norco.

TRADEMARK

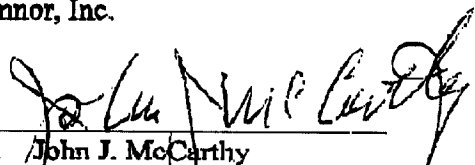
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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Dated August ²⁹, 1996, at Ridgefield, Connecticut.

We hereby declare, under the penalties of false statement, that the statements made herein, insofar as they relate to Flennor, Inc., are true.

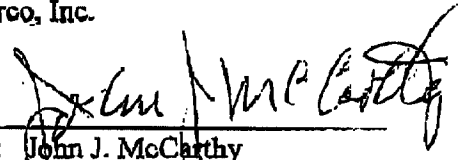
Flennor, Inc.

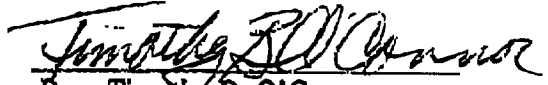

By: John J. McCarthy
Title: President


By: William A. Miller
Title: Secretary

We hereby declare, under the penalties of false statement, that the statements made herein, insofar as they relate to Norco, Inc., are true.

Norco, Inc.


By: John J. McCarthy
Title: President


By: Timothy B. O'Connor
Title: Secretary

SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

EXHIBIT A

PLAN OF MERGER

OF

FLENNOR, INC.

(A Connecticut Stock Corporation)

WITH AND INTO

NORCO, INC.

(A Connecticut Stock Corporation)

ARTICLE I

NAMES OF MERGING CORPORATIONS

The merging corporations are Flenmor, Inc. ("Flenmor"), a Connecticut stock corporation, and Norco, Inc., a Connecticut stock corporation ("Norco"). Said corporations are hereinafter referred to as "the merging corporations."

ARTICLE II

THE SURVIVING CORPORATION

The corporation which shall survive the merger provided for herein ("the Surviving Corporation") shall be Norco. The name of the Surviving Corporation shall be "Norco, Inc."

ARTICLE III

EFFECT OF MERGER

The merger herein provided for shall be effected in accordance with, and be subject to, the provisions of the applicable statutes of the State of Connecticut. The effect of the merger shall be that provided herein and in Section 33-369 of the General Statutes of Connecticut, Revision of 1958, as amended.

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ARTICLE IV

EFFECTIVE DATE

The merger herein provided for shall become effective (the "Effective Date") at the close of business on September 30, 1996.

ARTICLE V

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger are as follows:

A. Upon the merger becoming effective, the Certificate of Incorporation of Norco shall be the Certificate of Incorporation of the Surviving Corporation, until altered, amended or repealed. Upon the merger becoming effective, the Bylaws of Norco shall be the Bylaws of the Surviving Corporation, until altered, amended or repealed. Those persons who are members of the Board of Directors of Norco and who are officers of Norco immediately prior to the Effective Date shall be members of the Board of Directors of and the officers of the Surviving Corporation on and after the Effective Date and their respective terms of office shall remain the same.

B. On the Effective Date of the merger, the Surviving Corporation shall continue in existence and without other transfer, shall succeed to and possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the merging corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of the merging corporations, shall be taken and transferred to and vested in the Surviving

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Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of the merging corporations shall not revert or be in any way impaired by reason of such merger. Any devise, bequest, grant or gift contained in any will or in any other instrument, made before or after the merger, to or for the benefit of any of the merging corporations shall inure to the benefit of the Surviving Corporation. So far as it is necessary for that purpose, the existence of each merging corporation shall be deemed to continue in and through the Surviving Corporation. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations, and penalties of each of the merging corporations; and any claim existing or action or proceeding, civil or criminal, pending by or against any such merging corporation may be prosecuted as if such merger had not taken place; and any judgment rendered against any of the merging corporations may be enforced against the Surviving Corporation. Neither the rights of creditors nor any liens upon the property of any merging corporation shall be impaired by the merger.

C. On the Effective Date of the merger:

- (1) the separate existence of Flennor shall cease and all shares of the Common Stock, no par value, of Flennor shall be cancelled;
- (2) each outstanding share of Non-Voting Common Stock, \$1.00 par value, and 5% Non-Cumulative Voting Preferred Stock, \$25.00 par value, of Norco shall continue to be outstanding and shall be one share of Non-Voting Common Stock, \$1.00 par value, and 5% Non-

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Cumulative Voting Preferred Stock, \$25.00 par value, of the Surviving Corporation,
respectively; and

(3) no shares of the Surviving Corporation and no cash, securities of any corporation,
or any other property shall be issued or exchanged in the merger.

D. If at any time the Surviving Corporation shall consider or be advised that any
further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect
or confirm of record in the Surviving Corporation the title to any property or rights of the
merging corporations, or otherwise to carry out the provisions hereof, the proper officers and
directors of the merging corporations as of the Effective Date of the merger shall execute and
deliver any and all proper deeds, assignments and assurances in law, and do all things necessary
or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation
and otherwise to carry out the provisions hereof.

ARTICLE VI

TAX-FREE REORGANIZATION

The merger is intended to qualify as a tax-free reorganization under Section 368(a)(1) (A)
of the Internal Revenue Code of 1986, as amended.

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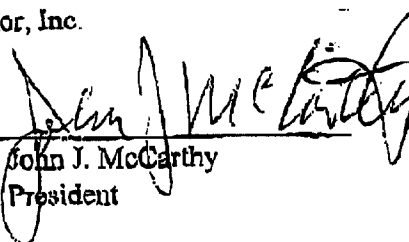
Executed at Ridgefield, Connecticut, the ^{29th} day of August, 1996.

ATTEST:



By: William A. Miller
Title: Secretary

Flennor, Inc.



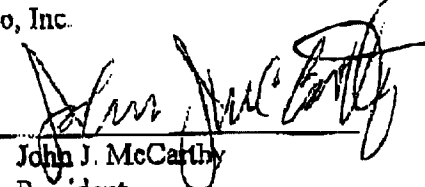
By: John J. McCarthy
Title: President

ATTEST:



By: Timothy B. O'Connor
Title: Secretary

Norco, Inc.



By: John J. McCarthy
Title: President