

03-06-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇌ ⇌ ⇌

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

102381897

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

1. Name of conveying party(ies):

Comstock, Inc.

3-3-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date:

2. Name and address of receiving party(ies)

Name: Comstock, Inc.

Internal Address:

Street Address: 244 Sheffield Street

City Mountainside State: NJ Zip: 07092

- 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)

1,755,867

2,255,231

Additional number(s) attached Yes No

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

Name: Jody I Hawke

Internal Address:

GOTTLIEB, RACKMAN & REISMAN

Street Address: 270 Madison Avenue

City: New York State: NY Zip: 10016

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

07-1730

(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 I Hawke

Name of Person Signing

Jody I Hawke

Signature

2/26/03

Date

7

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

03/05/2003 ECOOPER 00000167 1755867

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

01 FC:0521 02 FC:0522

40.00 OP 25.00 OP

TRADEMARK REEL: 002683 FRAME: 0573

CERTIFICATE OF INCORPORATION  
OF  
COMSTOCK, INC.

The undersigned, for the purposes of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that:

FIRST: The name of this corporation is Comstock, Inc.

SECOND: Its Registered Office in the State of Delaware is to be located at 9 East Loockerman Street, in the City of Dover, County of Kent 19901. The Registered Agent in charge thereof is National Registered Agents, Inc.

THIRD: The purposes of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of the total authorized capital stock of the corporation is 10,000,000 all of which are of a par value of \$.01 dollars each and classified as Common stock,

FIFTH: No holder of any of the shares of the corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Certificate of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible See Order dated November 16, 2000 annexed hereto as Exhibit F. into, or exchangeable for, any shares of the

corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of class or classes.

SIXTH: The name and mailing address of the incorporator are as follows:

Corey S. Kupfer

Kupfer Rosen LLP  
40 Wall Street, 32nd Street  
New York, New York 10005

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: When a compromise or arrangement is proposed between the corporation and its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation pursuant to the provisions of Section 291 of Title 8 of the Delaware Code or on application of trustees in dissolution or of any receiver or receivers appointed for the corporation pursuant to provisions of Section 279 of Title 8 of the Delaware Code may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

NINTH: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation law, as the same may be supplemented and amended.

TENTH: The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him or her in connection with any action, suit or other proceeding in which he or she may be involved or with which he or she may be threatened, or other matters referred to in or covered by said provisions both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any ByLaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

Dated on this 20th day of December 2000.



Corey S. Kupfer  
Sole Incorporator  
40 Wall Street, 32nd floor  
New York, New York 10005

CERTIFICATE OF MERGER

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/27/2000  
001651619 - 3333541

OF

COMSTOCK, INC.  
(a New York Corporation)

AND

COMSTOCK, INC.  
(a Delaware Corporation)

It is hereby certified that:

1. The constituent business corporations (the "Constituent Corporations") participating in the merger herein certified are:

- (i) Comstock, Inc. ("Comstock (NY)"), which is incorporated under the laws of the State of New York; and
- (ii) Comstock, Inc. ("Comstock (Del)"), which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Comstock (NY) in accordance with the laws of the state of its incorporation and by Comstock (Del) in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is the Delaware Corporation, Comstock, Inc. (the "Surviving Corporation"), which will continue its existence as the Surviving Corporation under its current name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The merger herein certified shall be effective on and as of January 1, 2001.

5. The Certificate of Incorporation of Comstock (Del), as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

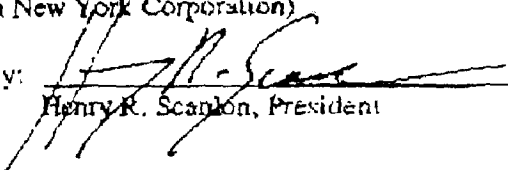
6. The executed Agreement of Merger between the Constituent Corporations is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

Comstock, Inc.  
244 Sheffield Street  
Mountainside, New Jersey 07092-2303

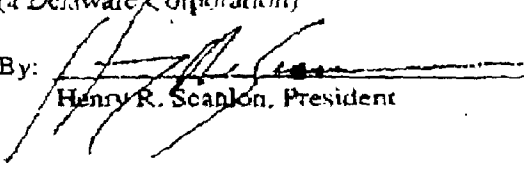
7. A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of each of the Constituent Corporations.

8. The authorized capital stock of Comstock (NY) consists of 10,000,000 shares of Common Stock, \$0.01 par value per share.

Dated: December 21, 2000

Comstock, Inc.  
(a New York Corporation)  
By:   
Henry R. Scanlon, President

Dated: December 21, 2000

Comstock, Inc.  
(a Delaware Corporation)  
By:   
Henry R. Scanlon, President

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "COMSTOCK, INC." AS RECEIVED AND FILED IN THIS OFFICE.

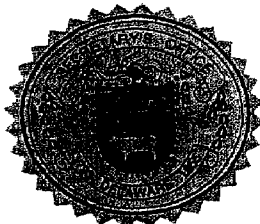
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1565527

DATE: 01-17-02

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RECORDED: 03/03/2003

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