

04-24-2003



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

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TRADEMARK

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

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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):

4-21-03

Somero Enterprises, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Hampshire
- 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: 12/31/01

2. Name and address of receiving party(ies)

Name: Somero Enterprises, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 82 Fitzgerald Drive

City: Jaffrey State: NH Zip: 03105-0326

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)

2,681,053

Additional number(s) attached  Yes  No

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

Name: Roberta L. Christensen

Internal Address: Koley Jessen P.C.

A Limited Liability Organization

Street Address: One Pacific Place

1125 S. 103rd St., Ste. 800

City: Omaha State: NE Zip: 68124

6. Total number of applications and registrations involved: \_\_\_\_\_

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

50-0771

(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.

Roberta L. Christensen

Name of Person Signing

*Roberta L. Christensen*

Signature

4-14-03

Date

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

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

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State of Delaware

Office of the Secretary of State

PAGE 1

FILED

DEC 18 2001

DEC 18 2001

Administrator  
BUREAU OF COMMERCIAL SERVICES

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 MERGER OF "SOMERO ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

#624765

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOMERO ENTERPRISES, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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

3444562 8100

AUTHENTICATION: 1506651

010645554

DATE: 12-17-01

SAN & 60-000- #121330

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**CERTIFICATE OF MERGER  
OF  
SOMERO ENTERPRISES, INC.,  
A NEW HAMPSHIRE CORPORATION  
WITH AND INTO  
SOMERO ENTERPRISES, INC.,  
A DELAWARE CORPORATION**

(UNDER SECTION 252 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)

Somero Enterprises, Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
  - (a) Somero Enterprises, Inc., a New Hampshire corporation ("AC"); and
  - (b) Somero Enterprises, Inc., a Delaware corporation ("SC").
2. A Plan and Agreement of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by AC and SC in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The Agreement provides that the merger herein certified shall be effective at 11:59 p.m. Eastern Time on December 31, 2001 (the "Effective Time").
4. The name of the surviving corporation in the merger herein certified is Somero Enterprises, Inc., which will continue its existence as said surviving corporation under its present name upon the Effective Time of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The certificate of incorporation of SC, as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended or repealed pursuant to the provisions of the General Corporation Law of the State of Delaware.
6. SC is a corporation of the State of Delaware.
7. The executed Agreement is on file at the principal place of business of SC at 82 Fitzgerald Drive, Jaffrey, New Hampshire 03452.
8. A copy of the Agreement will be furnished by SC, on request and without cost, to any stockholder of AC or SC.
9. The authorized capital stock of AC is 10,000,000 shares of common stock, \$.01 par value.
10. The Agreement provides that the Agreement may be terminated or amended prior to the Effective Time in accordance with the provisions of Sections 252(e) and 251(d) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SC has caused this certificate to be signed by John T. Cooney, its authorized officer, on the 25 day of October, 2001.

SOMERO ENTERPRISES, INC., a  
Delaware corporation

By: John T. Cooney  
Its: President

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RECORDED: 04/21/2003

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