

04-28-2003

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



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.

MRD 3/31/03

1. Name of conveying party(ies):

Creative Optics, Inc.

- Individual(s)
- General Partnership
- Corporation-State (Delaware)
- 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: May 31, 2001

2. Name and address of receiving party(ies)

Name: Marcolin USA, Inc.

Internal Address:

Street Address: 7543 East Tierra Buena Lane

City: Scottsdale State: AZ Zip: 85260

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- 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) 2,049,787

Additional number(s) attached  Yes  No

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

Name: Sanchelima & Associates, P.A.

Internal Address:

Street Address: 235 S.W. Le Jeune Road

City: Miami State: FL Zip: 33134-1762

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:

190129

**DO NOT USE THIS SPACE**

9. Signature.

Jesus Sanchelima, Esq.

Name of Person Signing

  
Signature

March 25, 2003

Date

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

10

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

**TRADEMARK**  
**REEL: 002720 FRAME: 0640**

**CERTIFICATE OF OWNERSHIP AND MERGER**

of

**Creative Optics, Inc.**  
**(a Delaware corporation)**


into

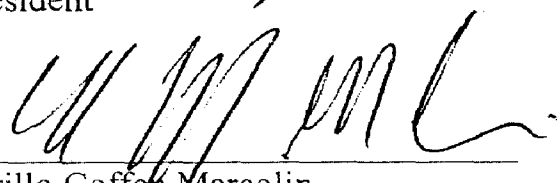
**Marcolin U.S.A., Inc.**  
**(a New York corporation)**

It is hereby certified that:

1. Marcolin U.S.A., Inc. (hereinafter sometimes referred to as the "**Corporation**") is a business corporation of the State of New York.
2. The Corporation is the owner of all of the outstanding shares of each class of stock of Creative Optics, Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of Marcolin U.S.A., Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Creative Optics, Inc. into the Corporation.
5. Attached hereto as Exhibit A is a copy of resolutions adopted on May 31, 2001 by the Board of Directors of the Corporation to merge Creative Optics, Inc. into the Corporation.

Executed: May 31, 2001.

  
Maurizio Coffen Marcolin  
President

  
Cirillo Coffen Marcolin  
Secretary

**EXHIBIT A**

**WHEREAS**, there has been presented to the undersigned a form of Plan of Merger substantially in the form of Exhibit A attached hereto (the "**Plan of Merger**"), pursuant to which it is proposed that Creative Optics, Inc., a Delaware corporation (the "**Merger Subsidiary**") and wholly-owned subsidiary of this Corporation merge with and into this Corporation with this Corporation as the surviving corporation (the "**Merger**"), effective as prescribed by the Business Corporation Law of the State of New York (the "**NYBCL**") pursuant to the provisions of Section 905 of the NYBCL.

**NOW, THEREFORE, BE IT RESOLVED**, that the form of Plan of Merger be, and hereby is, approved.

**RESOLVED FURTHER**, that, pursuant to the Plan of Merger, the Merger Subsidiary merge with and into this Corporation with this Corporation as the surviving corporation, effective as prescribed by the NYBCL.

**RESOLVED FURTHER**, that upon consummation of the Merger all liabilities and obligations of the Merger Subsidiary shall be assumed by this Corporation.

**RESOLVED FURTHER**, that the directors and officers of this Corporation be, and each of them hereby is, authorized, in the name and on behalf of this Corporation, to prepare or cause to be prepared and to execute, verify and file or cause to be filed with the Secretary of State of the State of New York a Certificate of Merger (the "**Certificate of Merger**") effecting the Merger in the State of New York.

**RESOLVED FURTHER**, that the directors and officers of this Corporation be, and each of them hereby is, authorized, in the name and on behalf of this Corporation, to prepare or cause to be prepared and to execute, verify and file or cause to be filed with the Secretary of State of the State of Delaware the Certificate of Merger to effect the Merger in the State of Delaware and in each other jurisdiction as required under the NYBCL.

**RESOLVED FURTHER**, that the directors and officers of this Corporation be, and each of them hereby is, authorized, in the name and on behalf of this Corporation, to prepare or cause to be prepared and to execute, verify and file or cause to be filed with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger (the "**Certificate of Ownership**").

*com*

*mcmm*

**RESOLVED FURTHER**, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Merger Subsidiary, as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Marcolin U.S.A., Inc.  
1407 Coral Way  
Miami, Florida 33145  
Attn: Paul Diaz-Asper, CEO  
Phone: 305-860-9033  
Facsimile: 305-860-8933

**MARCOLIN U.S.A., INC.**  
**Unanimous Written Consent of Directors**  
**in Lieu of Meeting of Board of Directors**  
May 31, 2001

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Pursuant to Section 708(b) of the New York Business Corporation Law, the undersigned, being all of the Directors of Marcolin U.S.A., Inc., a New York corporation (the "**Corporation**"), hereby consent in writing to the adoption of the following resolutions and do hereby instruct the Secretary of the Corporation to file a copy of this written consent with the minutes of the proceedings of the Board of Directors of the Corporation:

**WHEREAS**, there has been presented to the undersigned a form of Plan of Merger substantially in the form of Exhibit A attached hereto (the "**Plan of Merger**"), pursuant to which it is proposed that Creative Optics, Inc., a Delaware corporation and wholly-owned subsidiary of this Corporation (the "**Merger Subsidiary**") merge with and into this Corporation with this Corporation as the surviving corporation (the "**Merger**"), effective as prescribed by the Business Corporation Law of the State of New York (the "**NYBCL**") pursuant to the provisions of Section 905 of the NYBCL.

**NOW, THEREFORE, BE IT RESOLVED**, that the form of Plan of Merger be, and hereby is, approved.

**RESOLVED FURTHER**, that, pursuant to the Plan of Merger, the Merger Subsidiary merge with and into this Corporation with this Corporation as the surviving corporation, effective as prescribed by the NYBCL.

**RESOLVED FURTHER**, that upon consummation of the Merger all liabilities and obligations of the Merger Subsidiary shall be assumed by this Corporation.

**RESOLVED FURTHER**, that the directors and officers of this Corporation be, and each of them hereby is, authorized, in the name and on behalf of this Corporation, to prepare or cause to be prepared and to execute, verify and file or cause to be filed with the Secretary of State of the State of New York a Certificate of Merger (the "**Certificate of Merger**") effecting the Merger in the State of New York.

**RESOLVED FURTHER**, that the directors and officers of this Corporation be, and each of them hereby is, authorized, in the name and on behalf of this Corporation, to prepare or cause to be prepared and to execute, verify and file or cause to be filed with the Secretary of State of the State of Delaware the Certificate of Merger to effect the Merger in the State of Delaware and in each other jurisdiction as required under the NYBCL.

**RESOLVED FURTHER**, that the directors and officers of this Corporation be, and each of them hereby is, authorized, in the name and on behalf of this Corporation, to prepare or cause to be prepared and to execute, verify and file or cause to be filed with the Secretary of

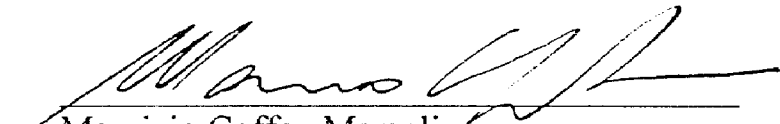
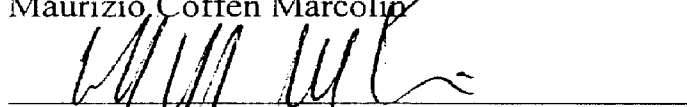
State of the State of Delaware a Certificate of Ownership and Merger (the "Certificate of Ownership").

**RESOLVED FURTHER**, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Merger Subsidiary, as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Marcolin, U.S.A., Inc.  
1407 Coral Way  
Miami, Florida 33145  
Attn: Paul Diaz-Asper, CEO  
Phone: 305-860-9033  
Facsimile: 305-860-8933

**RESOLVED FURTHER**, that the directors and officers of this Corporation be, and each of them hereby is, authorized and empowered to take any and all such further actions, to execute and deliver all such further instruments, documents, certificates and undertakings in the name and on behalf of this Corporation, and to pay fees, expenses and costs as are necessary, advisable or appropriate in order to carry out the intent and accomplish the purpose of the foregoing resolutions.

**IN WITNESS WHEREOF**, the undersigned have executed this unanimous written consent as of 31 day of May, 2001.

  
\_\_\_\_\_  
Maurizio Coffen Marcolin  
  
\_\_\_\_\_  
Cirillo Coffen Marcolin

**Marcolin U.S.A., Inc.  
Creative Optics, Inc.**

**Plan of Merger**

1. Marcolin U.S.A., Inc., which is a business corporation of the State of New York and is the owner of all of the outstanding shares of Creative Optics, Inc., which is a business corporation of the State of Delaware, hereby merges Creative Optics, Inc. into Marcolin U.S.A., Inc. pursuant to the provisions of the Business Corporation Law of the State of New York.
2. The name under which Marcolin U.S.A., Inc. was formed is Marcolin U.S.A., Inc. The name under which Creative Optics, Inc. was formed is Creative Optics, Inc.
3. The number of outstanding shares of Creative Optics, Inc. is 1,568,411 shares of common stock and 7,750,000 shares of Series A Preferred Stock, all of which are owned by Marcolin U.S.A., Inc.
4. The separate existence of Creative Optics, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the Business Corporation Law of the State of New York; and Marcolin U.S.A., Inc. shall continue its existence as the surviving corporation pursuant to the provisions of said Business Corporation Law of the State of New York.
5. The issued shares of Creative Optics, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
6. The Board of Directors and the proper officers of Creative Optics, Inc. and Marcolin U.S.A., Inc., respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

*MM*      *CLN*

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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:

"CREATIVE OPTICS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "MARCOLIN U.S.A., INC." UNDER THE NAME OF  
"MARCOLIN U.S.A., INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED  
IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 9  
O'CLOCK A.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

3400215 8100M

AUTHENTICATION: 1173382

010261084

DATE: 06-06-01

TRADEMARK  
REEL: 002720 FRAME: 0647



State of New York }  
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **JUN 04 2001**



A handwritten signature in cursive script, appearing to read 'J. Slub', followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

66 (7/00)