

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MAFCO WORLDWIDE CORPORATION		11/25/1996	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	PNEUMO ABEX CORPORATION
Street Address:	THIRD AND JEFFERSON STREETS
City:	CAMDEN
State/Country:	NEW JERSEY
Postal Code:	08104
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2331742	MAGNASWEET

**CORRESPONDENCE DATA**

Fax Number: (215)979-1020  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 215-979-1282  
 Email: Lfgould@duanemorris.com  
 Correspondent Name: LEWIS F. GOULD, JR.  
 Address Line 1: ONE LIBERTY PLACE  
 Address Line 2: DUANE MORRIS LLP  
 Address Line 4: PHILADELPHIA, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	D4796-45 (DKT. 532-137)
NAME OF SUBMITTER:	Rosemarie Buttari

Total Attachments: 4  
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State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, 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:

"MAFCO WORLDWIDE CORPORATION" A DELAWARE CORPORATION,  
WITH AND INTO "PNEUMO ABEX CORPORATION" UNDER THE NAME OF  
"PNEUMO ABEX CORPORATION", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1996, AT  
1:35 O'CLOCK P.M.



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Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 8278026

DATE: 01-08-97

TRADEMARK

REEL: 002750 FRAME: 0524

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING MAFCO WORLDWIDE CORPORATION WITH AND INTO  
PNEUMO ABEX CORPORATION**

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Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware

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Mafoo Worldwide Corporation, a Delaware corporation (the "Corporation"), does hereby certify the following facts relating to the merger of the Corporation with and into Pneumo Abex Corporation, a Delaware corporation and wholly owned subsidiary of the Corporation ("Subsidiary"):

FIRST: Each of the Corporation and Subsidiary is incorporated pursuant to the General Corporation Law of the State of Delaware;

SECOND: The Corporation owns all the outstanding shares of capital stock of Subsidiary;

THIRD: The merger has been approved by the sole stockholder of the Corporation;

FOURTH: The Corporation hereby merges itself into Subsidiary;

FIFTH: On November 14, 1996, the Board of Directors of the Corporation adopted the following resolutions to merge the Corporation with and into Subsidiary:

RESOLVED, that the Board of Directors of the Corporation authorizes the merger (the "Merger") of the Corporation with and into Pneumo Abex Corporation, a Delaware corporation and wholly owned subsidiary of the Corporation ("Subsidiary"), with Subsidiary being the surviving corporation in the Merger and the separate existence of the Corporation ceasing to exist; and it is further

RESOLVED, that in the Merger each share of common stock, par value \$1.00 per share, of Subsidiary ("Subsidiary Common Stock") issued and outstanding prior to the Merger shall be cancelled and each issued and outstanding share of common stock, par value \$1.00 per share, of the Corporation be converted into one issued and outstanding share of Subsidiary Common Stock; and it is further

RESOLVED, that the directors of the Corporation immediately prior to the effective time of the Merger (the "Effective Time") be, from and after the Effective Time, the directors of the Subsidiary, as the surviving corporation in the Merger, to serve until the next annual meeting of stockholders of the Subsidiary, as the surviving corporation in the Merger, and until their successors shall be elected and duly qualified; and it is further

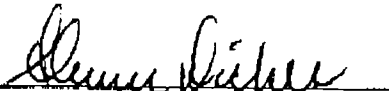
RESOLVED, that the Merger, on the terms set forth in the foregoing resolutions, be submitted to the stockholders of the Corporation for approval and adoption or disapproval and that the Board of Directors of the Corporation hereby recommends to such stockholders that they vote for approval and adoption of the Merger; and it is further;

RESOLVED, that any officer of the Corporation be, and each of them individually hereby is, authorized to take or cause to be taken all such actions and to execute and deliver or cause to be executed and delivered all such instruments and documents, in the name and on behalf of the Corporation and to incur all such fees and expenses as in such officer's or officers' judgment may be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and it is further

RESOLVED, that each action heretofore taken by any officer of the Corporation in connection with the transactions contemplated by the foregoing resolutions be, and each of them hereby is, approved, ratified and confirmed in all respects.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name by a duly authorized officer as of November 25, 1996.

MAFCO WORLDWIDE CORPORATION

By:   
Name: Glenn P. Dickes  
Title: Vice President