

PTO-1594
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.
P.O. Box 1450
Alexandria, VA 22313-1450

1. Name of conveying party(ies):
MODERN COUPON SYSTEMS, INC.

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

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

2. Name and address of receiving party(ies):
Name: DR. LEONARD'S HEALTHCARE CORP.

Internal Address
Street Address 42 Mayfield Avenue

City Edison State NJ ZIP 08837

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Other CORRECTION OF STATE OF INCORPORATION FOR ASSIGNEE ON MERGER PREVIOUSLY RECORDED ON FEBRUARY 27, 1998, REEL/FRAME 1707/0899

Execution Date: SEPTEMBER 29, 1994

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation 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) 1818850

Additional numbers attached? Yes No

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

JONES DAY
222 East 41st Street
New York, New York 10017

Attn: PATRICIA VEGA

File No.: 3462-009-999

6. Total number of applications and registrations involved: ONE

7. Total fee (37 CFR 3.41).....\$ 40.00
Please charge to the deposit account listed in Section 8, as well as any other fees which may be due.

8. Deposit account number:
16-1150

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.

Nancy Zoubek, Esq. _____ 2/2/04
Name of Person Signing Reg. No. Signature Date

700063677

TRADEMARK
REEL: 002785 FRAME: 0626

CH \$40.00 161150 1818850

INFO - 17

940929000483

CERTIFICATE OF MERGER
OF
MODERN COUPON SYSTEMS, INC.
INTO
DR. LEONARD'S HEALTHCARE CORP.
UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

RECEIVED
DEPARTMENT OF
TREASURY
JUL 14 1994
CORPORATION TAX
DISSOLUTION

The undersigned, for purposes of merging (the "Merger") Modern Coupon Systems, Inc., a New York corporation, with and into Dr. Leonard's Healthcare Corp., a New Jersey corporation (collectively the "Constituent Corporations" and individually each of the Constituent Corporations shall be referred to herein as each "Constituent Corporation") hereby certify:

1. The name of each Constituent Corporation is as follows:
Modern Coupon Systems, Inc.
Dr. Leonard's Healthcare Corp.
2. The name of the surviving corporation after giving effect to the Merger is Dr. Leonard's Healthcare Corp. (the "Surviving Corporation"). The Surviving Corporation will be a corporation formed under the laws of the State of New Jersey.
3. As to each Constituent Corporation, the designation and number of outstanding shares of each class and series, specifying the classes and series entitled to vote on the Plan of Merger, and whether such shares are entitled to vote as a class or series is as follows:

Name of Each Constituent Corporation	Designation and Number of Outstanding Shares of Each Class and Series of Stock	Par Value	Shares Entitled to Vote on Merger	Shares Entitled to Vote as a Class or Series
Modern Coupon Systems, Inc.	50 Common Shares	No Par Value	Yes	Yes
Dr. Leonard's Healthcare Corp.	100 Common Shares	\$.01 Par Value	Yes	Yes

4. The effective date of the Merger will be the date of filing of the Certificate of Merger under the Business Corporation Law of the State of New York.

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5. The Merger is permitted by the laws of the jurisdiction of the Constituent Corporation organized under the laws of the State of New York (the "Domestic Constituent Corporation") and is in compliance therewith. The Domestic Constituent Corporation has complied in the following manner:

Modern Coupon Systems, Inc. authorized the Merger by (a) the Unanimous Written Consent of its Board of Directors and (b) the Written Consent of its Sole Shareholder in accordance with Section 903(a) of the New York Business Corporation Law.

6. The Merger is permitted by the laws of the jurisdiction of the foreign Constituent Corporation organized under the laws of the State of New Jersey and is in compliance therewith.

7. Dr. Leonard's Healthcare Corp. (the Surviving Corporation) was originally formed on the 2nd day of December, 1993 under the laws of the State of New Jersey. No application for authority for the Surviving Corporation to do business as a foreign corporation in the State of New York has been filed by the Department of State of the State of New York; and the Surviving Corporation will not do business in the State of New York until an application for such authority shall have been filed by the Department of State of the State of New York.

8. The Certificate of Incorporation of Modern Coupon Systems, Inc. was filed by the Department of State of the State of New York on the 31st day of May, 1979.

9. The Surviving Corporation (a) agrees that it may be served with ~~process~~ in the State of New York in any action or special proceeding for the enforcement of any liability of or obligation of each Constituent Corporation previously amenable to suit in the State of New York, and for the enforcement as provided under the Business Corporation Law of the State of New York, of the right of shareholders of any Domestic Constituent Corporation to receive payment for their shares against the Surviving Corporation; and (b) designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York, in any action or special proceeding. The post office address to which the Secretary of State of the State of New York shall mail a copy of an process against the Surviving Corporation served upon the Secretary of State of the State of New York is: Prantice Hall Corporation System, Inc., 32 Lookerman Square, Suite L-100, Dover, Delaware 19901. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

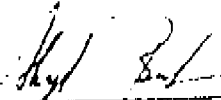
10. The Surviving Corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the Domestic Constituent Corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York, relating to the right of shareholders to receive payment for their shares.

11. Attached hereto as Exhibit A is the consent to the merger by the Commissioner of Taxation and Finance of the State of New York.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger on the 11th day of Nov. 1994 and affirm the statements contained herein as true under penalties of perjury.

MODERN COUPON SYSTEMS, INC.

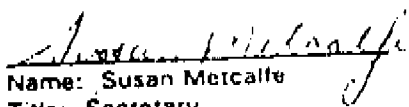
DR. LEONARD'S HEALTHCARE CORP.





Name: Stephen Brotman
Title: President

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Title: President





Name: Susan Metcalfe
Title: Secretary

Name: Susan Metcalfe
Title: Secretary

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INFO - 17

53570-071991

940929000483

CERTIFICATE OF MERGER

of
MODERN COUPON SYSTEMS, INC.

and

DR. LEONARD'S HEALTHCARE CORP.

into

DR. LEONARD'S HEALTHCARE CORP.

Pursuant to Section 907 of the Business Corporation Law

FILED
MAR 17 1994
MAR 17 1994

JAN
100
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 29 1994
TAX \$ 0
BY: JAN

FILED
Morrell, Friedman, Hollman & Goldman
219 Third Avenue
New York, New York 10003

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BILLED

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.

FEB 20 1998

Witness my hand and seal of the Department of State on



J. Clark

Special Deputy Secretary of State

DOS-1266 (5/96)

FD-301 (RSC)

State of New York - Department of Taxation and Finance - Corporation Tax
Albany, New York 12227

By SECRETARY OF STATE

Date 9/19/94

Name of Corporation	ID# 11-2522500 AA1
MODERN COUPON SYSTEMS, INC.	

Pursuant to provisions of Section 907 of the Business Corporation Law, the State Tax Commissioner hereby consents to the Merger of the above named corporation, into DE. LEONARD'S HEALTHCARE CORP. (DE) - If filed on or before 12/19/94.

Certificate and fee are attached

Filed by Infosearch-17

Director, Processing Division

Francis Bolleyer