

8/14/03

08-22-2003

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



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

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

1. Name of conveying party(ies): Larry Levine, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: S. Rothschild & Co., Inc. Internal Address: Street Address: 500 Seventh Avenue City: New York State: NY Zip: 10018 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Correction of Registration Number Execution Date: Reel/Frame 002360/0670

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,256,523 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Barry Werbin, Esq. Internal Address: Herrick, Feinstein LLP Street Address: 2 Park Avenue City: New York State: NY Zip: 10016-9301

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 3. Deposit account number: 502332

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9. Signature. Barry Werbin Name of Person Signing Signature Date August 13, 2003

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

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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08-16-2003

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings



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

102463746

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

1. Name of conveying party(ies):
LARRY LEVINE, INC. *08/27/01*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____

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

2. Name and address of receiving party(ies)
Name: S. Rothschild & Co., Inc.
 Internal _____
 Address: _____
 Street Address: 500 Seventh Avenue
 City: New York State: NY Zip: 10018

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 1,744,606; 1,792,039 and 2,265,523

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 3

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Barry Werbin, Esq.
 Internal Address: Herrick, Feinstein LLP

 Street Address: 2 Park Avenue

 City: New York State: NY Zip: 10016

7. Total fee (37 CFR 3.41).....\$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

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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.

Barry Werbin *[Signature]* 8/21/01
 Name of Person Signing Signature Date

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

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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REEL: 002360 FRAME: 0670

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Certificate of Merger

of

Larry Levine, Inc.
(a Delaware corporation)

into

S. Rothschild & Co., Inc.
(a Delaware corporation)

It is hereby certified that:

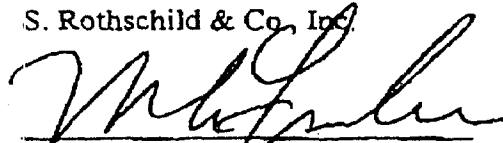
1. S. Rothschild & Co., Inc. ("Rothschild") is a business corporation incorporated under the laws of Delaware.
2. Larry Levine, Inc. ("Levine") is a business corporation incorporated under the laws of Delaware.
3. An agreement of merger has been approved, adopted, certified, executed and acknowledged by Rothschild and Levine in accordance with Subsection (c) of Section 251 of the Delaware General Corporation Law.
4. The name of the surviving corporation in the merger herein certified is Rothschild, which shall continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.
5. The certificate of incorporation of Rothschild, 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 Delaware General Corporation Law.
6. The executed agreement of merger between Rothschild and Levine is on file at an office of Rothschild, the surviving corporation, the address of which is 500 Seventh Avenue, Sixth Floor, New York, New York 10018.
7. A copy of the agreement of merger shall be furnished by Rothschild, the surviving corporation, on request and without cost, to any stockholder of Rothschild or Levine.

8. The agreement of merger between Rothschild and Levine provides that the merger herein certified be effective on August 30, 2000.

Executed on August 21, 2000

S. Rothschild & Co., Inc.

By:



Mark Friedman, President

Larry Levine, Inc.

By:



Mark Friedman, President

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 MERGER, WHICH MERGES:

"LARRY LEVINE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "S. ROTHSCHILD & CO., INC." UNDER THE NAME OF "S. ROTHSCHILD & CO., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF AUGUST, 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 THIRTIETH DAY OF AUGUST, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0631904

DATE: 08-22-00

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RECORDED: 08/18/2003

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