

08-26-2003

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

CTA Acoustics, Inc.

8-20-03

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

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

2. Name and address of receiving party(ies)

Name: CTA Acoustics Acquisition Corp.

Internal

Address: _____

Street Address: Robert E. Cox Road

City: Corbin State: KY Zip: 40701

- 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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 04/30/1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2038668

Additional number(s) attached Yes No

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

Name: Julie A. Gregory

Internal Address: Middleton Reutlinger

Street Address: 2500 Brown & Williamson Tower

City: Louisville State: KY Zip: 40202

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: _____

DO NOT USE THIS SPACE

9. Signature.

Julie A. Gregory

Name of Person Signing

Signature

08/18/2003

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

08/25/2003 ECDPER 00000230 2038668

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40.00 DP

TRADEMARK
REEL: 002810 FRAME: 0148

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 04/30/1999
 991171522 - 2973495

**CERTIFICATE OF MERGER
 OF
 CTA ACOUSTICS, INC.
 WITH AND INTO
 CTA ACOUSTICS ACQUISITION CORP.**

Adopted in accordance with the provisions
 of Section 252 of the General Corporation Law
 of the State of Delaware (the "Law")

**CTA ACOUSTICS ACQUISITION CORP., a Delaware corporation, DOES
 HEREBY CERTIFY:**

FIRST: The name and state of incorporation of each of the constituent corporations are as follows:

<u>Corporation</u>	<u>State of Incorporation</u>
CTA Acoustics Acquisition Corp.	Delaware
CTA Acoustics, Inc.	Kentucky

SECOND: An Agreement and Plan of Merger dated as of April 30, 1999 (the "Plan"), by and between CTA Acoustics, Inc., a Kentucky corporation, and CTA Acoustics Acquisition Corp, a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of such corporations in accordance with the provisions of Subsection (c) of Section 252 of the Law.

THIRD: The surviving corporation is CTA Acoustics Acquisition Corp., which shall continue under the name CTA Acoustics, Inc.

FOURTH: The Certificate of Incorporation of CTA Acoustics Acquisition Corp., a Delaware corporation, as in effect on the date of filing of this Certificate of Merger shall be and constitute the Certificate of Incorporation of the surviving corporation, until the same shall thereafter be altered, amended or repealed in accordance with the provisions thereof and applicable law; provided, however, ARTICLE FIRST of the Certificate of Incorporation of CTA Acoustics Acquisition Corp. shall be amended to provide as follows:

873328.01

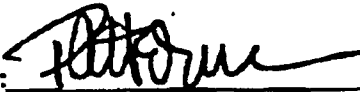
FIRST: The name of this corporation (hereinafter called the "corporation") is CTA Acoustics, Inc."

FIFTH: The executed Plan is on file at the principal place of business of the surviving corporation at c/o Brain Investments, 100 Maiden Lane, 17th Floor, New York, New York 10038.

SIXTH: A copy of the Plan will be furnished by the surviving corporation, on request and without cost, to any stockholder of either of the merging corporations.

IN WITNESS WHEREOF, CTA Acoustics Acquisition Corp. has caused this Certificate to be signed by Philip A. Herman, President, this 30th day of April, 1999.

CTA ACOUSTICS ACQUISITION CORP

By: 
Philip A. Herman
President

ATTEST:


Donald W. Berrick
Secretary

573218.01

State of Delaware
Office of the Secretary of State PAGE 1

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:

"CTA ACOUSTICS, INC.", A KENTUCKY CORPORATION,
WITH AND INTO "CTA ACOUSTICS ACQUISITION CORP." UNDER THE
NAME OF "CTA ACOUSTICS, INC." A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1999,
AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2973495 B100M

991171522

AUTHENTICATION: 9717877

DATE: 04-30-99

Director of the U.S. Patent and
Trademark Office

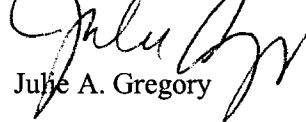
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August 18, 2003

Please date stamp and return the enclosed postcard to indicate your receipt of the above-referenced materials. Please feel free to contact me with any questions at 502-584-1135, ext. 770. Thank you for your assistance with this matter.

Very truly yours,

MIDDLETON REUTLINGER



Julie A. Gregory

JAG/kl
Enclosures