

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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.

1. Name of conveying party(ies):

ICOD Acquisition Corporation

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 03/15/2003

2. Name and address of receiving party(ies)

Name: Potpourri Group, Inc.

Internal Address:

Street Address: 12 North Meadows Road

City: Medfield State: MA Zip: 02052

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,996,009

Additional number(s) attached Yes No

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

Name: Timothy J. Connors

Internal Address:

Calfee, Halter & Griswold LLP

Street Address: 1400 McDonald Investment Ctr.

800 Superior Avenue

City: Cleveland State: OH Zip: 44114-2688

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:

03-0172

DO NOT USE THIS SPACE

9. Signature.

Timothy J. Connors Name of Person Signing

Signature

March 12, 2004 Date

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

5

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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Delaware

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The First State

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:

"ICOD ACQUISITION CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "POTPOURRI GROUP, INC." UNDER THE NAME OF
"POTPOURRI GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FOURTH DAY OF MARCH, A.D. 2003, AT
1:30 O' CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY
OF MARCH, A.D. 2003.

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

2856153 B100M

AUTHENTICATION: 2326574

030194398

DATE: 03-24-03

TRADEMARK

REEL: 002812 FRAME: 0535

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 03/24/2003
030194398 - 2856153

CERTIFICATE OF OWNERSHIP AND MERGER

OF

ICOD ACQUISITION CORPORATION
(a Delaware corporation)

INTO

POTPOURRI GROUP, INC.
(a Delaware corporation)

It is hereby certified that:

1. Potpourri Group, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of ICOD Acquisition Corporation, which is also a business corporation of the State of Delaware.
3. On March 15, 2003, the Board of Directors of the Corporation adopted the following resolutions to merge ICOD Acquisition Corporation into the Corporation:

RESOLVED, that ICOD Acquisition Corporation, a Delaware corporation (hereinafter sometimes referred to as the "Subsidiary") be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name.

RESOLVED, that the Corporation shall assume all of the obligations of the Subsidiary.

RESOLVED, that the officers of the Corporation be, and any one of them is, hereby directed to make, execute, and acknowledge a Certificate of Ownership and Merger in such form as may be required to effect the merger authorized herein under the laws of the State Delaware, and to file the same in the office of the Secretary of State of Delaware, and to take such other actions as may be required to effect the merger under the laws of Delaware.

RESOLVED, that the effective time for the merger as provided in the Certificate of Ownership and Merger shall be March 28, 2003.

RESOLVED, that the officers of the Corporation be, and any one of them is, hereby authorized and directed to take such additional actions as may be necessary or desirable to carry out the provisions and otherwise to effect the intent of the foregoing resolutions.

Executed on March 15, 2003

POTPOURRI GROUP, INC.

By: 
Joseph K. Juster, Secretary