

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GENOVESE DRUG STORES, INC.		09/12/1986	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	GENOVESE DRUG STORES, INC.
Street Address:	80 MARCUS DRIVE
City:	MELVILLE
State/Country:	NEW YORK
Postal Code:	11746
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1362702	A PHARMACY STORE AND A WHOLE LOT MORE

CORRESPONDENCE DATA	
Fax Number:	(214)969-5100
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	214 969-4864
Email:	mmcmullen@jonesday.com
Correspondent Name:	MICHELLE MCMULLEN, JONES DAY
Address Line 1:	2727 NORTH HARWOOD STREET
Address Line 4:	DALLAS, TEXAS 75201-1515

ATTORNEY DOCKET NUMBER:	962911-492004
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NAME OF SUBMITTER:	MICHELLE MCMULLEN
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Total Attachments: 8
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Delaware

PAGE 1

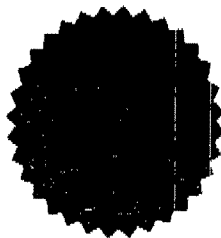
The First State

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:

"GENOVESE DRUG STORES, INC.", A NEW YORK CORPORATION,
WITH AND INTO "GENOVESE DRUG STORES, INC." UNDER THE NAME OF
"GENOVESE DRUG STORES, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWELFTH DAY OF SEPTEMBER, A.D.
1986, AT 9 O'CLOCK A.M.

2093444 8100M

040238794



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3026282

DATE: 03-31-04

TRADEMARK
REEL: 002821 FRAME: 0473

CERTIFICATE OF OWNERSHIP AND MERGER

OF

GENOVESE DRUG STORES, INC.

(a New York corporation)

into

GENOVESE DRUG STORES, INC.

(a Delaware corporation)

QAM
FILED

SEP 12 1986

[Signature]
SECRETARY OF STATE

It is hereby certified that:

1. GENOVESE DRUG STORES, INC. (hereinafter called the "corporation") is a corporation of the State of New York, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The corporation, as the owner of all the outstanding shares of each class of the stock of GENOVESE DRUG STORES, INC., hereby merges itself into GENOVESE DRUG STORES, INC., a corporation of the State of Delaware (hereinafter called "GDS").

3. The following is a copy of the resolutions adopted on the 2nd day of June, 1986, by the Board of Directors of the corporation to merge the corporation into GDS:

RESOLVED that this corporation be reincorporated in the State of Delaware by merging itself into GENOVESE DRUG STORES, INC. pursuant to the laws of the State of New York and the State of Delaware as hereinafter provided, so that the separate existence of this corporation and GDS will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

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RESOLVED that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of this corporation shall become vested in and be held by GDS as fully and entirely and without change or diminution as the same were before held and enjoyed by this corporation, and GDS shall assume all of the obligations of this corporation.

(b) No pro rata issuance of the shares of stock of GDS which are owned by this corporation immediately prior to the effective time of the merger shall be made, and such shares shall be surrendered and extinguished.

(c) Each share of common stock, par value \$1.00 per share of this corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into the Class A or Class B Common Stock, \$1.00 par value of GDS, the Delaware corporation. Shareholders of the corporation shall have 60 days from the effective time of the merger to elect to receive Class A or Class B Common Stock. If no election is made by a shareholder prior to the expiration of the 60 day period, Class A Common Stock shall be issued to said shareholders. From and after the effective time of the merger, the holders of all said issued and outstanding stock of this corporation shall automatically be and become holders of the shares of the Delaware corporation upon the basis above specified, whether or not certificates

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representing said shares are then issued and delivered. Each share of common stock, par value \$1.00 per share, of the corporation which shall be issued and held as treasury shares immediately prior to the effective term of the merger shall be converted into one share of the Class B Common Stock, par value \$1.00 per share and shall be held in the treasury of the Delaware corporation until sooner disposed of.

(d) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of this corporation may surrender to the Delaware corporation's transfer agent, American Stock Transfer Company, at its office at 99 Wall Street, New York, New York 10005, and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of Class A or B Common Stock of the Delaware corporation. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of this corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of the Delaware corporation.

(e) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of GDS shall be the Certificate of Incorporation and the By-Laws of GDS as in effect immediately prior to such effective time.

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(f) The members of the Board of Directors and officers of GDS shall be the members of the Board of Directors and the corresponding officers of GDS immediately before the effective time of the merger.

(g) From and after the effective time of the merger, the assets and liabilities of this corporation and of GDS shall be entered on the books of GDS at the amounts at which they shall be carried at such time on the respective books of this corporation and of GDS, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of GDS, in accordance with generally accepted accounting principles, the capital and surplus of GDS shall be equal to the capital and surplus of this corporation and of GDS.

RESOLVED that these resolutions to merge be submitted to the stockholders entitled to vote of this corporation at a meeting to be called and held after twenty days' notice of the time, place and purpose thereof mailed to each holder of the outstanding shares of stock entitled to vote of this corporation at his address as it appears on the records of this corporation or pursuant to a written waiver of such notice signed by all of the persons entitled to vote of this corporation or pursuant to a written waiver of such notice signed by all of the persons entitled thereto, unless the holders of all of the outstanding shares of stock entitled to vote of this corporation shall dispense with the holding of a

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meeting and shall act in writing without a meeting; and, in the event that the holders of at least a majority of the outstanding stock entitled to vote of this corporation shall vote for the approval of the merger at a meeting, or, in the event that the holders of all of the outstanding stock entitled to vote of this corporation shall dispense with a meeting and shall consent in writing signed by them for the approval of the proposed merger, the proposed merger shall be deemed to be approved.

RESOLVED that, in the event the proposed merger shall not be terminated, the proper officers of this corporation be and they hereby are authorized and directed to make and execute, under the corporate seal of this corporation, a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into the Delaware corporation and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of Delaware and New York and in any other appropriate jurisdiction, necessary or proper to effect this merger.

Signed and sealed this 29 day of August, 1986.

Patrick R. Edwards

PATRICK R. EDWARDS
President of GENOVESE DRUG
STORES, INC., a New York
Corporation

Donald W. Gross

DONALD W. GROSS
SECRETARY

ATTEST



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Certificate of Ownership of the "GENOVESE DRUG STORES, INC.",
a corporation organized and existing under the laws of the State of Delaware,
merging "GENOVESE DRUG STORES, INC.",
a corporation organized and existing under the laws of the State of New York,
pursuant to Section 253 of the General Corporation Law of the State of Delaware,
as received and filed in this office the twelfth day of September,
A.D. 1986, at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall
be governed by the laws of the State of Delaware.

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