

**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
Comstock, Inc.		01/01/2001	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	Comstock, Inc.
Street Address:	244 Sheffield Street
City:	Mountainside
State/Country:	NEW JERSEY
Postal Code:	07092
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2197929	COMSTOCK KLIPS
Registration Number:	2113939	

CORRESPONDENCE DATA	
Fax Number:	(212)728-9104
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212-728-8104
Email:	mcantwell@willkie.com
Correspondent Name:	Willkie, Farr & Gallagher
Address Line 1:	787 Seventh Avenue
Address Line 2:	Attn: Michael Cantwell
Address Line 4:	Forest Hills, NEW YORK 11375

NAME OF SUBMITTER:	Michael Cantwell
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Total Attachments: 9  
 source=ComstockDelaware#page1.tif  
 source=ComstockDelaware#page2.tif  
 source=ComstockDelaware#page3.tif  
 source=comstockNY#page1.tif

OP \$65.00 2197929

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source=comstockNY#page4.tif  
source=comstockNY#page5.tif  
source=comstockNY#page6.tif

**CERTIFICATE OF MERGER**

**STATE OF DELAWARE**  
**SECRETARY OF STATE**  
**DIVISION OF CORPORATIONS**  
**FILED 09:00 AM 12/27/2000**  
**001651619 - 3333541**

**OF**

**COMSTOCK, INC.**  
**(a New York Corporation)**

**AND**

**COMSTOCK, INC.**  
**(a Delaware Corporation)**

It is hereby certified that:

1. The constituent business corporations (the "Constituent Corporations") participating in the merger herein certified are:

- (i) Comstock, Inc. ("Comstock (NY)"), which is incorporated under the laws of the State of New York; and
- (ii) Comstock, Inc. ("Comstock (Del)"), which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Comstock (NY) in accordance with the laws of the state of its incorporation and by Comstock (Del) in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is the Delaware Corporation, Comstock, Inc. (the "Surviving Corporation"), which will continue its existence as the Surviving Corporation under its current name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The merger herein certified shall be effective on and as of January 1, 2001.

5. The Certificate of Incorporation of Comstock (Del), 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 General Corporation Law of the State of Delaware.

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*State of Delaware*  
**Office of the Secretary of State**

PAGE 1

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 MERGER, WHICH MERGES:

"COMSTOCK, INC.", A NEW YORK CORPORATION,  
WITH AND INTO "COMSTOCK, INC." UNDER THE NAME OF "COMSTOCK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, 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 FIRST DAY OF JANUARY, A.D. 2001.



*Harriet Smith Windsor*

3333541 8100M

AUTHENTICATION: 0892662

010005050

DATE: 01-03-01

TRADEMARK

TOTAL P.03

REEL: 002842 FRAME: 0257

**CERTIFICATE OF MERGER**

of

**COMSTOCK, INC.**  
(a New York Corporation)

and

**COMSTOCK, INC.**  
(a Delaware Corporation)

into

**COMSTOCK, INC.**  
(a Delaware Corporation)

(Under Section 907 of the Business Corporation Law)

It is hereby certified, on behalf of each of the constituent Corporations herein named,  
as follows:

(i) Comstock, Inc. ("Comstock (NY)"), which is incorporated under the laws of  
the State of New York; and

(ii) Comstock, Inc. ("Comstock (Del)", which is incorporated under the laws of the  
State of Delaware.

**FIRST:** The Board of Directors of each of the constituent corporations has duly  
adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

**SECOND:** The name of the foreign constituent corporation, which is to be the  
surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent  
corporation" is Comstock, Inc., a Delaware Corporation ("Comstock (Del)"). The jurisdiction of  
its incorporation is the state of Delaware; and the date of its incorporation therein is December  
2000. No Application for Authority in the State of New York of the surviving constituent  
corporation to transact business as a foreign corporation therein was filed by the Department of  
State of the State of New York; and it is not to do business in the State of New York until an  
Application for Authority shall have been filed by the Department of State of the State of New York.

**THIRD:** The name of the domestic constituent corporation, which is being merged  
into the surviving constituent corporation and which is hereinafter sometimes referred to as the  
"merged constituent corporation", is Comstock, Inc. ("Comstock" (NY)). The date upon which  
its certificate of incorporation was filed by the Department of State is March 28, 1975. The name

under which it was formed was Photofile, Ltd.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

Comstock (Del)

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
None	0	None	None

Comstock (NY)

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common	2,480,000	Common	N/A

FIFTH: The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of the holders of all outstanding shares of the corporation entitled to vote on the plan of merger.

SIXTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

SEVENTH: The merger herein certified shall be effective on and as of January 1, 2001.

EIGHTH: The surviving constituent corporation 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 or obligation of the merged constituent corporation for which the surviving constituent corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right

of shareholders of the merged constituent corporation to receive payment for their shares against the surviving constituent corporation.

**NINTH:** The surviving constituent 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 merged 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 rights of shareholders to receive payment for their shares.

**TENTH:** The merged corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the merged constituent corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the merged constituent corporation. The said report, if estimated, is subject to amendment. The surviving constituent corporation agrees that it will within 30 days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the merged constituent corporation.


**ELEVENTH:** The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it 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 without the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is:

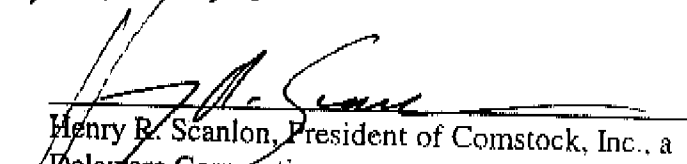
Comstock, Inc.  
244 Sheffield Street  
Mountainside, New Jersey 07092-2303



IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Dated: December 21, 2000

  
Henry R. Scanlon, President of Comstock, Inc., a  
New York Corporation

  
Henry R. Scanlon, President of Comstock, Inc., a  
Delaware Corporation

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: COMSTOCK, INC.

DOCUMENT TYPE: MERGER (UNA. BUSINESS)  
PROCESS

COUNTY: UNKN

SERVICE COMPANY: INTERCOUNTY CLEARANCE CORP.

SERVICE CODE: 18

CONSTITUENT NAME: COMSTOCK, INC.

FILED:12/28/2000 DURATION:\*\*\*\*\* CASH#:001228000092 FILM #:001228000089

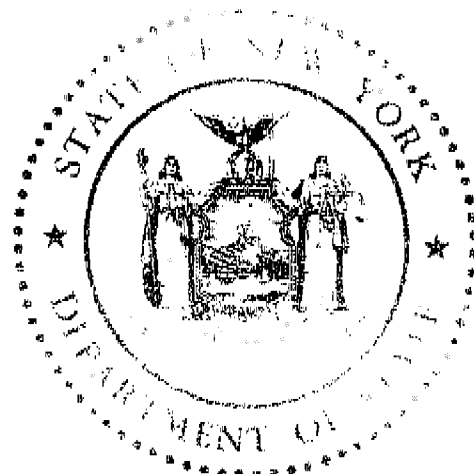
ADDRESS FOR PROCESS

THE CORPORATION  
244 SHEFFIELD STREET  
MOUNTAINSIDE, NJ 07092-2303

EFFECT DATE

01/01/2001

REGISTERED AGENT



FILER	FEES		PAYMENTS	
KUPFER ROSEN LLP 40 WALL STREET, 32ND FLOOR NEW YORK, NY 10005	FILING TAX CERT COPIES HANDLING	60.00 0.00 0.00 0.00 25.00	CASH CHECK CHARGE DRAWDOWN BILLED REFUND	85.00 0.00 0.00 85.00 0.00 0.00

DOS-1025 (11/89)

TRADEMARK  
REEL: 002842 FRAME: 0262

**State of New York }  
Department of State }<sup>ss:</sup>**

*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.*

*Witness my hand and seal of the Department of State on* **JAN 04 2001**



*Special Deputy Secretary of State*

DOS-1266 (5/96)