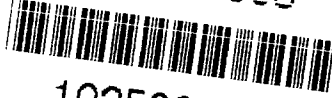


10-29-2003

10-22-03

FORM PTO-1594 (Substitute)

RECC



102586376

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

To the Director of the U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
T.Y.G. Trade Company, Inc.

Individual 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: Matthews Resources, Inc.

Address: 204 Weldin Building
3411 Silverside Road

City: Wilmington State: Delaware Zip: 19810

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 26, 2002

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

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 trademark registration number(s)

A. Trademark Application No(s). _____

B. Trademark Registration No(s). 2,076,687

Additional numbers attached? Yes No

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

Name: Frederick H. Colen
REED SMITH LLP

Address: P.O. Box 488

City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6)): \$ 40

Enclosed
 Authorized to be charged to deposit account
 Charge any deficiency to deposit account

8. Deposit account number:
18-0582

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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 and correct copy of the original document.

Frederick H. Colen
Name of Person Signing

Signature

10/23/03
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office,
P.O. Box 1450, Alexandria, VA 22313-1450

10/29/2003 6TON11 00000035 2076687
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SEP-25-2002 15:13

REED SMITH RGH

STATE OF DELAWARE
 SERIALIZED 09/30/2002
 DIVISION OF CORPORATIONS
 FILED 09:20 AM 09/30/2002
 020804863 - 3203989

**CERTIFICATE OF MERGER
 MERGING
 T.Y.G. TRADE COMPANY, INC.
 AND
 T.Y.G. TRADE II COMPANY, INC.
 INTO
 MATTHEWS RESOURCES, INC.**

Matthews Resources, Inc., organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
T.Y.G. Trade Company, Inc.	Delaware
T.Y.G. Trade II Company, Inc.	Delaware
Matthews Resources, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Matthews Resources, Inc.

FOURTH: That the Certificate of Incorporation of Matthews Resources, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 204 Weldon Blvd., Concord Plaza, 3411 Silverdale Rd., Wilmington, DE 19810.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

FORM 8870-01-01
 09/2002

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IN WITNESS WHEREOF, Mathews Resources, Inc. has caused this Certificate of Merger to be duly executed as of the 26th day of September, 2002.

MATTHEWS RESOURCES, INC.

By *Edward Boyle*
Name: Edward Boyle
Title: Vice President

TOTAL P.09