

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Zoe Morgan Corporation		09/10/1999	CORPORATION: NEW YORK

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	H.M.S. Productions, Inc.
<b>Street Address:</b>	250 West 39th Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10018
<b>Entity Type:</b>	CORPORATION: NEW YORK

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2211480	POINTELLE

<b>CORRESPONDENCE DATA</b>	
Fax Number:	(312)321-4299
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	3123214200
Email:	officeactions@brinkshofer.com
Correspondent Name:	John T. Gabrielides
Address Line 1:	P.O. Box 10395
Address Line 4:	Chicago, ILLINOIS 60610

ATTORNEY DOCKET NUMBER:	8024-5
NAME OF SUBMITTER:	John T. Gabrielides

Total Attachments: 5  
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FILING RECEIPT

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ENTITY NAME: H.M.S. PRODUCTIONS INC.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: SERVICO

SERVICE CODE: 35

CONSTITUENT NAME: ZOE MORGAN CORPORATION

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FILED:09/23/1999 DURATION:\*\*\*\*\* CASH#:990923000442 FILM #:990923000435

ADDRESS FOR PROCESS

EFFECT DATE

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10/01/1999

REGISTERED AGENT  
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FILER	FEES		PAYMENTS	
-----	-----	70.00	-----	70.00
FLEMMING ZULACK & WILLIAMSON LLP	FILING	60.00	CASH	0.00
ONE LIBERTY PLAZA	TAX	0.00	CHECK	0.00
	CERT	0.00	CHARGE	0.00
NEW YORK, NY 10006	COPIES	10.00	DRAWDOWN	70.00
	HANDLING	0.00	BILLED	0.00
			REFUND	0.00
			-----	

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DOS-1025 (11/89)

SERVICO 35

CERTIFICATE OF MERGER  
OF  
ZOE MORGAN CORPORATION  
INTO  
H.M.S. PRODUCTIONS INC.

Under Section 904 of the New York State Business  
Corporation Law

The undersigned, Spenser J. Alpern and Hale N. Alpern, being respectively the President and Secretary of ZOE MORGAN CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the State of New York, and Spenser J. Alpern and Hale N. Alpern, being respectively the President and Secretary of HMS PRODUCTIONS INC., a corporation duly organized and existing under and by virtue of the laws of the State of New York, hereby certify:

1. The names of the constituent corporations are Zoe Morgan Corporation and H.M.S. Productions Inc.
2. The name of the surviving corporation is H.M.S. Productions Inc.
3. As to each constituent corporation, the designation and number of outstanding shares of each class entitled to vote are described as follows:

Zoe Morgan Corporation:

<u>Class</u>	<u>Number of shares outstanding</u>
Common	200

H.M.S. Productions Inc.:

<u>Class</u>	<u>Number of shares outstanding</u>
Common	200

- 4 There are no amendments or changes to the certificate of incorporation of the surviving corporation.
5. The effective date of the merger is October 1, 1999.

6. The date when the certificate of incorporation of each constituent corporation was filed by the department of state is as follows:

<u>Name of constituent corporation</u>	<u>Date of filing</u>
Zoe Morgan Corporation	November 14, 1995
H.M.S. Productions Inc.	March 27, 1986

7. The manner in which the merger of Zoe Morgan Corporation into H.M.S. Productions Inc. was authorized with respect to each constituent corporation is as follows:


(a) With respect to constituent corporation Zoe Morgan Corporation: the board of directors of Zoe Morgan Corporation unanimously adopted a plan of merger of Zoe Morgan Corporation in to H.M.S. Productions Inc., which plan of merger was submitted to a vote of the shareholders of Zoe Morgan Corporation and was thereupon unanimously approved by the shareholders of Zoe Morgan Corporation.

(b) With respect to constituent corporation H.M.S. Productions Inc.: the board of directors of H.M.S. Productions Inc. unanimously adopted a plan of merger of Zoe Morgan Corporation in to H.M.S. Productions Inc., which plan of merger was submitted to a vote of the shareholders of H.M.S. Productions Inc. and was thereupon unanimously approved by the shareholders of H.M.S. Productions Inc.

IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, subscribed this certificate and hereby affirm it as true under the penalties of perjury this 10<sup>th</sup> day of September, 1999.

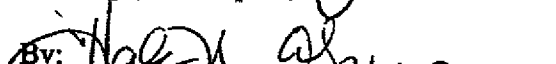
ZOE MORGAN CORPORATION

By:   
Spencer J. Alpern, President

By:   
Hale N. Alpern, Secretary

H.M.S. PRODUCTIONS INC.

By:   
Spencer J. Alpern, President

By:   
Hale N. Alpern, Secretary

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UNIFORM FORM CERTIFICATE OF ACKNOWLEDGMENT (NOTARIZATION)  
(Within New York State)

State of New York    )  
                          ) ss.:  
County of New York )

On the 17 day of September in the year 1999 before me, the undersigned, personally appeared Spenser J. Alpern and Hale N. Alpern, personally known to me or proved to me on the basis of satisfactory evidence to be the individuals whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their capacities, and that by their signatures on the instrument, the individuals, or the person upon behalf of which the individuals acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public

**CAROLE HECHT**  
Notary Public, State of New York  
No. 4623210  
Qualified in Bronx County  
Commission Expires June 30, 2000

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# SERVICO 35

CERTIFICATE OF MERGER  
OF  
ZOE MORGAN CORPORATION  
INTO  
H.M.S. PRODUCTIONS INC.

Pursuant to Section 904 of the Business Corporation Law

*SMC*

*1cc*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 23 1999

TAX \$ \_\_\_\_\_

BY: *SMC*

*New York*

FILER:

FLEMMING, ZULACK & WILLIAMSON, LLP

ONE LIBERTY PLAZA

NEW YORK, NY 10006

**DRAWDOWN**

*reference # 11308*  
*4*

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