

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

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

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**

STS of Delaware, Inc.

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

Citizenship (see guidelines) \_\_\_\_\_

Execution Date(s) October 5, 2004

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Somerset Tire Service, Inc.

Internal \_\_\_\_\_

Address: \_\_\_\_\_

Street Address: P.O. Box 2001

City: Bound Brook

State: New Jersey

Country: U.S.A. Zip: 08805

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship \_\_\_\_\_  
Citizenship \_\_\_\_\_  
Citizenship \_\_\_\_\_  
Citizenship New Jersey  
Citizenship \_\_\_\_\_  
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)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,551,273; 1,552,259

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

STS  
STS (Stylized)

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

Name: Richard C. Woodbridge, Esq.

Internal Address: \_\_\_\_\_

Synnestvedt Lechner & Woodbridge LLP

Street Address: P.O. Box 592

City: Princeton

State: New Jersey Zip: 08542-0592

Phone Number: \_\_\_\_\_

Fax Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

**6. Total number of applications and registrations involved:**

2

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

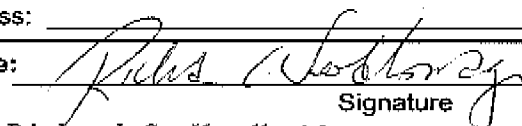
**8. Payment Information:**

a. Credit Card Last 4 Numbers 1022  
Expiration Date 07/06

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

  
Signature

Richard C. Woodbridge

Name of Person Signing

Oct 21, 2004  
Date

Total number of pages including cover sheet, attachments, and document: 10

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

OP \$66.00 1551273

# Delaware

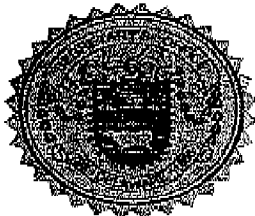
PAGE 1

*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:

"STS OF DELAWARE, INC.", A DELAWARE CORPORATION, WITH AND INTO "SOMERSET TIRE SERVICE, INC." UNDER THE NAME OF "SOMERSET TIRE SERVICE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF OCTOBER, A.D. 2004, AT 5:02 O'CLOCK P.M.

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

AUTHENTICATION: 3393936

3864008 8100M

040719845

DATE: 10-05-04

TRADEMARK

REEL: 002960 FRAME: 0467

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:02 PM 10/05/2004  
FILED 05:02 PM 10/05/2004  
SRV 040719845 - 3327994 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**STS OF DELAWARE, INC.**  
**(a Delaware corporation)**

**INTO**

**SOMERSET TIRE SERVICE, INC.**  
**(a New Jersey corporation)**

It is hereby certified that:

1. Somerset Tire Service, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of New Jersey.
2. The Corporation is the owner of all of the outstanding shares of stock of STS of Delaware, Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of Somerset Tire Service, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges STS of Delaware, Inc. with and into the Corporation.
5. The following is a copy of resolutions adopted on May 19, 2004 by the Board of Directors of the Corporation to merge the said STS of Delaware, Inc. with and into the Corporation:

**RESOLVED** that STS of Delaware, Inc. be merged into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of STS of Delaware, Inc. 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 STS of Delaware, Inc. in its name.

**RESOLVED** that the Corporation assume all of the obligations of STS of Delaware, Inc.

**RESOLVED** that the Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of STS of Delaware, Inc., as well as for enforcement of any obligation of the Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to

accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Somerset Tire Service, Inc.  
Attn: President  
400 West Main St.  
P.O. Box 2001  
Bound Brook, NJ 08805

RESOLVED that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New Jersey, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of STS of Delaware, Inc. and of the Corporation and in any other appropriate jurisdiction.

Executed on October 4, 2004

**SOMERSET TIRE SERVICE, INC.**

By: *William F. Caulin*  
William F. Caulin, President

**STATE OF NEW JERSEY, COUNTY OF SOMERSET SS.:**

I CERTIFY that on October 4, 2004, William F. Caulin, personally came before me and acknowledged under oath, to my satisfaction that this person:

- (a) is the President of Somerset Tire Service, Inc., the corporation named in this Certificate of Ownership and Merger;
- (b) signed, sealed and delivered this Certificate of Ownership and Merger as the voluntary act and deed of said corporation;
- (c) the facts stated in the Certificate of Ownership and Merger are true and correct; and
- (d) said Certificate of Ownership and Merger was authorized pursuant to due authorization from the corporation's board of directors.

*Elaine Murawski*

A Notary Public of the State of New Jersey



**ELAINE MURAWSKI**  
NOTARY PUBLIC OF NEW JERSEY  
Commission Expires 11/30/2004

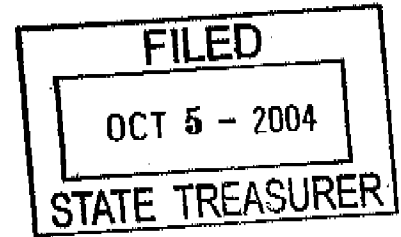
**CERTIFICATE OF MERGER**

**OF**

**STS OF DELAWARE, INC.**

**INTO**

**SOMERSET TIRE SERVICE, INC.**



To the Department of the Treasury  
State of New Jersey

Pursuant to the provisions of Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act, the New Jersey parent business corporation hereinafter named does hereby certify that:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Delaware, is STS of Delaware, Inc.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey, is Somerset Tire Service, Inc.
3. The number of outstanding shares of the subsidiary corporation is 100, all of which are of one class, and all of which are owned by the parent corporation.
4. Appended hereto and made a part hereof as Exhibit A is the Plan and Agreement of Merger for merging the subsidiary corporation with and into the parent corporation as approved by the Board of Directors of the parent corporation on May 19, 2004.
5. Neither the certificate of incorporation of the parent corporation nor the certificate of incorporation of the subsidiary corporation requires the approval of its shareholders to authorize the merger herein certified. In addition, the approval of the shareholders of the surviving corporation is not required under Section 14A:10-3(4) of the New Jersey Business Corporation Act.
6. The applicable provisions of the laws of the jurisdiction of organization of the subsidiary corporation relating to the merger of the subsidiary corporation into the parent corporation will have been complied with upon compliance with any of the filing and recording requirements thereof.
7. Somerset Tire Service, Inc. will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

8. The merger herein certified shall become effective on the date the Certificate of Merger is filed in the office of the New Jersey State Treasurer.

Executed on this 4<sup>th</sup> day of October, 2004.

**SOMERSET TIRE SERVICE, INC.**

By: William F. Caulin  
Name of Signer: William F. Caulin  
Capacity of Signer: President

**STS OF DELAWARE, INC.**

By: William F. Caulin  
Name of Signer: William F. Caulin  
Capacity of Signer: President

**PLAN AND AGREEMENT OF MERGER OF  
STS OF DELAWARE, INC.  
INTO  
SOMERSET TIRE SERVICE, INC.**

1. This Plan and Agreement of Merger ("Plan") is for the purpose of merging STS of Delaware, Inc., a Delaware corporation with and into Somerset Tire Service, Inc., a New Jersey corporation, pursuant to Section 251, *et seq.*, of the General Corporation Law of the State of Delaware (the "DE Law") and Section 14A:10-1, *et seq.*, of the New Jersey Business Corporation Act (the "NJ Act").

2. The constituent corporations are:

(a) STS of Delaware, Inc., which was incorporated by Certificate of Incorporation filed in the Office of the Delaware Secretary of State on December 11, 2000.

(b) Somerset Tire Service, Inc., which was incorporated by a Certificate of Incorporation filed in the Office of the New Jersey Secretary of State (now known as the "New Jersey Department of the Treasury, Division of Revenue") on February 20, 1958.

(c) STS of Delaware, Inc. is a wholly owned subsidiary of Somerset Tire Service, Inc.

3. STS of Delaware, Inc. will merge with and into Somerset Tire Service, Inc., and Somerset Tire Service, Inc. shall be the surviving corporation.

4. STS of Delaware, Inc. has issued and outstanding 100 shares of common stock, \$1.00 par value per share, all of which are of one class. As noted, Somerset Tire Service, Inc. owns all 100 shares.

5. The terms and conditions of the merger are as follows:

(a) On the Effective Date, as defined below, each share of STS of Delaware, Inc. common stock outstanding immediately prior to the merger shall not be converted in any manner, but each such share shall be surrendered, canceled, and extinguished.

(b) There shall be no change in the number, designations, preferences, limitations and/or rights of the issued and outstanding shares of common stock of Somerset Tire Service, Inc. as a consequence of this merger. On the Effective Date, as defined below, the issued shares of Somerset Tire Service, Inc. shall not be converted in any manner, and each such share that is issued as of the Effective Date shall continue to represent the same interest in Somerset Tire Service, Inc. and shall continue to have the same rights and privileges immediately after the merger as were associated with such share immediately prior to the merger.

(c) The Certificate of Incorporation of Somerset Tire Service, Inc. shall remain the Certificate of Incorporation of the surviving corporation, and said certificate of incorporation shall continue in full force and effect unless and until amended or otherwise changed in the future in the manner prescribed by the provisions of the NJ Act.

(d) The Bylaws of Somerset Tire Service, Inc. shall remain the Bylaws of the surviving corporation, and said Bylaws shall continue in full force and effect unless and until amended or otherwise changed in the future as therein provided and in the manner prescribed by the provisions of the NJ Act.

(e) The directors and officers in office of Somerset Tire Service, Inc. upon the Effective Date shall continue to be the directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

6. This Plan shall take effect and the merger contemplated by this Plan shall become effective on the date of filing in both the State of New Jersey and the State of Delaware (the "Effective Date").

7. (a) On the Effective Date, the merger contemplated by this Plan shall have the effects provided for under the DE Law and the NJ Act, as applicable.

(b) In furtherance and not in limitation of the provision of Paragraph 7(a), on the Effective Date, the separate existence of STS of Delaware, Inc. shall cease, and STS of Delaware, Inc. shall be merged with and into Somerset Tire Service, Inc. in accordance with this Plan, and Somerset Tire Service, Inc. shall survive such merger and shall continue in existence, and shall, without transfer or further action, succeed to and possess all rights, privileges, immunities, powers, and purposes of STS of Delaware, Inc.; all the property, real and personal, including subscriptions to shares, causes of action, and every other asset of STS of Delaware, Inc. shall vest in Somerset Tire Service, Inc. without further act or deed. No liability of, or obligation due or to become due from, or claim, demand, or cause existing against STS of Delaware, Inc., or any shareholder, officer, or director thereof, shall be released or impaired by such merger.

(c) At any time or from time to time after the Effective Date, the proper officers of Somerset Tire Service, Inc. (or at their direction, the last acting officers of STS of Delaware, Inc. or the officers of Somerset Tire Service, Inc. in their names) shall execute and deliver, or cause to be delivered, all such deeds, assignments, or other instruments, and shall take or cause to be taken such other and further actions, as Somerset Tire Service, Inc. may deem necessary, desirable, or convenient in order to carry out the intent and purpose of this Plan of Merger.

STS OF DELAWARE, INC.

By William F. Caulin  
William F. Caulin, President

SOMERSET TIRE SERVICE, INC.

By William F. Caulin  
William F. Caulin, President

Dated: May 19, 2004