

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Merger

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Daymon Associates, Inc.		12/31/2001	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Daymon Associates, Inc.
<b>Street Address:</b>	700 Fairfield Avenue
<b>City:</b>	Stamford
<b>State/Country:</b>	CONNECTICUT
<b>Postal Code:</b>	06902-7526
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2451242	WHAT-A-CHIP

**CORRESPONDENCE DATA**

Fax Number: (212)336-8001  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: ptodocket@arelaw.com

Correspondent Name: Amster, Rothstein & Ebenstein LLP

Address Line 1: 90 Park Avenue

Address Line 4: New York, NEW YORK 10016

<b>ATTORNEY DOCKET NUMBER:</b>	28468/3
<b>NAME OF SUBMITTER:</b>	Holly Pekowsky, Esq.

**Total Attachments: 7**  
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# Delaware

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## *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:

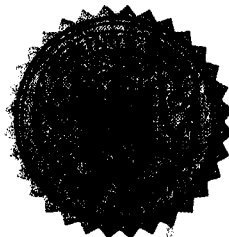
"DAYMON ASSOCIATES, INC.", A NEW YORK CORPORATION,  
WITH AND INTO "DAYMON MERGER SUB, INC." UNDER THE NAME OF  
"DAYMON ASSOCIATES, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT  
10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY  
OF DECEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

3462156 8100M

010672887



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1530452

DATE: 12-28-01  
TRADEMARK

REEL: 002982 FRAME: 0273

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**DAYMON ASSOCIATES, INC.**  
(a New York corporation)

**WITH AND INTO**

**DAYMON MERGER SUB, INC.**  
(a Delaware corporation)

**(Pursuant to Section 253 of the Delaware General Corporation Law)**

THE UNDERSIGNED, Daymon Merger Sub, Inc., a Delaware corporation ("Merger Sub") and a direct, wholly owned subsidiary of Daymon Associates, Inc., a New York corporation ("Parent"), and Parent, in connection with the merger of Parent with and into Merger Sub, do hereby certify that:

**FIRST:** Parent is a corporation formed under the laws of the State of New York, the laws of which permit a merger of a corporation of such jurisdiction with a corporation of another jurisdiction.

**SECOND:** Merger Sub is a corporation formed under the laws of the State of Delaware.

**THIRD:** Parent owns all of the outstanding shares of common stock, par value \$.01 per share, of Merger Sub (the "Merger Sub Common Stock"), and Merger Sub has no class of capital stock outstanding other than the Merger Sub Common Stock.

**FOURTH:** At 11:59 on December 31, 2001 (the "Effective Time"), Parent shall merge itself with and into Merger Sub (the "Merger").

**FIFTH:** The name of the surviving corporation in the Merger shall be Daymon Merger Sub, Inc. (the "Surviving Corporation").

**SIXTH:** The Certificate of Incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation, until duly amended in accordance with applicable law and the terms thereof, except that at the Effective Time ARTICLE FIRST therein shall be amended as follows:

"FIRST: The name of the Corporation is Daymon Associates, Inc. (the "Corporation")."

**SEVENTH:** The Merger has been duly approved by unanimous written consent of the Board of Directors of Parent dated as of December 20, 2001. Set forth below is a copy of the resolutions of the Board of Directors of Parent (defined therein as the "Corporation") contained in such unanimous written consent approving and authorizing the Merger:

**"RESOLVED**, that the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation to change the Corporation's state of incorporation from the State of New York to the State of Delaware (the "Reincorporation"); and further

**RESOLVED**, that, in connection with effecting the Reincorporation, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation to organize a wholly owned subsidiary named "Daymon Merger Sub, Inc." in the State of Delaware ("Merger Sub"); and further

**RESOLVED**, that in connection with such organization of Merger Sub, the purchase of 100,000 shares of common stock, par value \$.01 per share ("Merger Sub Common Stock"), of Merger Sub at a purchase price of \$.01 per share be, and hereby is, authorized, approved and ratified in all respects; and further

**RESOLVED**, that, in connection with and for the sole purpose of effecting the Reincorporation, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation and its shareholders that the Corporation enter into an Agreement and Plan of Merger between the Corporation and Merger Sub in substantially the form of Annex A to this Consent (the "Merger Agreement"), which provides for, among other things, the Corporation to merge with and into Merger Sub (the "Merger"), and as a result thereof:

- (i) Merger Sub will be the surviving entity in the Merger (the "Surviving Corporation");
- (ii) from and after the Effective Time (as defined below), the corporate name of the Surviving Corporation shall be changed to "Daymon Associates, Inc.";
- (iii) each share of Merger Sub Common Stock outstanding immediately prior to the Effective Time shall be canceled and retired and returned to the status of authorized but unissued shares;
- (iv) each share of Corporation Common Stock (as defined below) that is owned by the Corporation shall be canceled and retired and shall cease to exist and no consideration shall be delivered or deliverable in exchange therefor in the Merger;
- (v) each common share, without par value, of the Corporation (the "Corporation Common Stock"), outstanding at the Effective Time will be

converted automatically into and become 142,857.1429 shares of Merger Sub Common Stock;

(vi) the Certificate of Incorporation of Merger Sub in effect immediately prior to the Effective Time shall be and become the Certificate of Incorporation of the Surviving Corporation, except that the Certificate of Incorporation of the Surviving Corporation shall, upon the Merger, be amended as provided in the Certificate of Ownership and Merger to be filed with the State of Delaware to reflect the name of the Surviving Corporation as "Daymon Associates, Inc.";

(vii) the By-Laws of Merger Sub in effect immediately prior to the Effective Time shall be and become the By-laws of the Surviving Corporation, except that the By-Laws of the Surviving Corporation shall be amended in order to reflect the name of the Surviving Corporation as "Daymon Associates, Inc.";

and further

**RESOLVED**, that the Merger be, and the same hereby is, approved, authorized, adopted and ratified in all respects; and further

**RESOLVED**, that the Merger Agreement and the execution and delivery thereof by the Corporation (with such changes therein as the proper officers executing the same shall approve, such approval to be conclusively established by such officer's execution thereof), and the consummation by the Corporation of the transactions contemplated thereby, be, and the same hereby are, approved, authorized, adopted and ratified in all respects; and further

**RESOLVED**, at any time prior to the consummation of the Merger and notwithstanding any approval of the Merger Agreement by the sole stockholder of the Corporation, the Merger and the Merger Agreement may be terminated by the Board of Directors of the Corporation;

**RESOLVED**, that the terms of the Merger and the Merger Agreement may be amended at any time prior to the Effective Time with the mutual consent of the Boards of Directors of the Corporation and Merger Sub; provided, however, that the terms of the Merger and the Merger Agreement may not be amended after the Merger Agreement has been adopted by the sole stockholder of the Corporation in any manner which, in the judgment of the Board of Directors of the Corporation, would have a material adverse effect on the rights of such stockholder or in any manner not permitted under applicable law; and further

**RESOLVED**, that the Merger shall become effective at 11:59 p.m. on December 31, 2001 (the "Effective Time"); and further

RESOLVED, that the proper officers of the Corporation are hereby authorized and empowered to prepare a Certificate of Merger and to file such Certificate of Merger with the Secretary of State of the State of New York in accordance with the applicable laws of the State of New York; and further

RESOLVED, that the proper officers of the Corporation are hereby authorized and empowered to prepare a Certificate of Ownership and Merger and to file the same with the Secretary of State of the State of Delaware in accordance with the applicable laws of the State of Delaware; and further

RESOLVED, that the Board of Directors of the Corporation recommends that the holder of all of the issued and outstanding shares of Corporation Common Stock approve the execution and delivery of the Merger Agreement, and the consummation of the transactions contemplated thereby (the "Stockholder Proposal"); and further

RESOLVED, that the Board of Directors hereby directs that the Stockholder Proposal be submitted to the holder of Corporation Common Stock entitled to vote thereon for his consideration and approval pursuant to the applicable provisions of the Business Corporation Law of the State of New York; and further

RESOLVED, that the proper officers of the Corporation (i.e., the Chairman and the Secretary) be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take such additional actions and to execute and deliver such additional agreements, documents and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, including, but not limited to, the preparation and execution of the Certificate of Merger in accordance with the applicable laws of the State of New York and the Certificate of Ownership and Merger (setting forth a copy of the resolutions contained herein) in accordance with the applicable law of the State of Delaware, and to file the same with the Secretary of State of the State of New York and the Secretary of State of the State of Delaware, respectively, the authority for the taking of such additional actions and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby; and further

RESOLVED, that all actions heretofore taken by any officer, representative or agent of the Corporation in connection with the matters referenced in the foregoing resolutions, be and the same hereby are, ratified, approved and confirmed in all respects."

EIGHTH: The Merger has been duly adopted, approved, certified, executed and acknowledged by Parent in accordance with the applicable provisions of the New York Business Corporation Law and Section 253 of the Delaware General Corporation Law.

**NINTH:** The Merger has been duly approved by the unanimous written consent of the Board of Directors of Merger Sub. The consent of the sole stockholder of Merger Sub is not required in order to effectuate the Merger.

**TENTH:** At the Effective Time, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and shall possess and be vested with, all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of each of Parent and Merger Sub. All property of every description and every interest therein of each of Parent and Merger Sub on whatever account shall thereafter be deemed to be held by or transferred to, as the case may be, and vested in, the Surviving Corporation without further act or deed; title to any real estate or any interest therein vested in either of Parent or Merger Sub shall not revert or in any way be impaired by reason of the merger, all the rights of the creditors of each of Parent and Merger Sub shall be preserved unimpaired, and all liens upon the property of each of Parent and Merger Sub shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time the Merger becomes effective; and all debts, liabilities, obligations and duties of Parent and Merger Sub shall thenceforth remain with or attached to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of the debts, liabilities, obligations and duties have been incurred or contracted by it.

**ELEVENTH:** A copy of this Certificate of Ownership and Merger and of the Agreement and Plan of Merger is on file at the executive offices of the Surviving Corporation located at:

Daymon Associates, Inc.  
700 Fairfield Avenue  
Stamford, Connecticut 06902  
Attention: Chairman

In addition, a copy of this Certificate of Ownership and Merger and of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request to the Surviving Corporation at its address set forth above and without cost, to any stockholder of either Parent or Merger Sub.

[The remainder of this page has been intentionally left blank.]



IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed as of this 27<sup>th</sup> day of December 2001.

DAYMON ASSOCIATES, INC.,  
a New York corporation

By: Brian R. Benson  
Name: Brian Benson  
Title: Secretary

DAYMON MERGER SUB, INC.,  
a Delaware corporation

By: Milton Sender  
Name: Milton Sender  
Title: Chairman