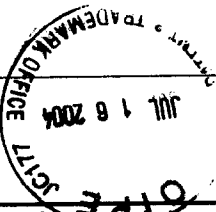


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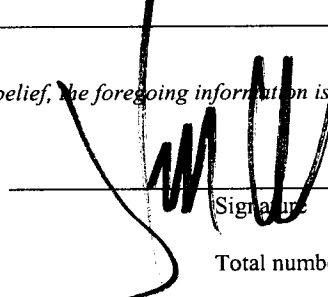
7-16-04

To the Honorable Commissioner of Patents and Trademarks: Please record this document or copy thereof.

<p>1. Name of conveying party(ies): Dollinger Corporation</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: Company</p> <p>Date of execution of attached Document: December 31, 2003</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Flair Corporation Address: 4647 S.W. 40th Avenue City: Ocala State/Country: Florida 34474-5799</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation of Delaware <input type="checkbox"/> Other: Company</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Change of Address</p>	
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s)</p>	<p>B. Trademark Registration Number(s): 1,287,813 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: John H. Weber Internal Address: BAKER & HOSTETLER LLP</p> <p>Street Address: Washington Square, Suite 1100 1050 Connecticut Avenue, N.W</p> <p>City: Washington State: DC Zip: 20036-5304</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41) \$40 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 50-20-36 Atty. Dkt. No.: 87327.0015</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

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 copy of the original document.

John H. Weber  July 15, 2004
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

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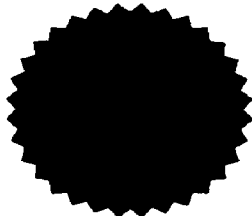
The First State

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:

"DOLLINGER CORPORATION", A NORTH CAROLINA CORPORATION, WITH AND INTO "FLAIR CORPORATION" UNDER THE NAME OF "FLAIR CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2003, AT 6:46 O'CLOCK P.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. 2003.

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

2308709 8100M

AUTHENTICATION: 2852409

030840891

DATE: 01-06-04

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**CERTIFICATE OF OWNERSHIP AND MERGER
OF
DOLLINGER CORPORATION
INTO
FLAIR CORPORATION**

**Pursuant to Section 253 of
the General Corporation Law of the State of Delaware**

Flair Corporation, a corporation organized and existing under the laws of the state of Delaware (this "Corporation"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 4th day of September 1992, pursuant to the General Corporation Law of the state of Delaware.

SECOND: That this Corporation owns all of the outstanding shares of common stock, par value \$1.00 per share, of Dollinger Corporation, a corporation incorporated on the 17th day of August 1976, pursuant to the Business Corporation Act of the state of North Carolina.

THIRD: That this Corporation, by resolutions of its board of directors attached hereto as Exhibit A, duly adopted by a unanimous written consent of its members on the 29th day of December, 2003 and filed with the minute book of this Corporation, determined to merge Dollinger Corporation with and into this Corporation.

FOURTH: That the merger herein provided for shall be effective on December 31, 2003.

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:31 PM 12/29/2003
FILED 06:46 PM 12/29/2003
SRV 030840891 - 2308709 FILE

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IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by
Christopher J. Kozany, its Executive Vice President and Secretary, this 29th day of December
2003.

FLAIR CORPORATION

By: _____

[Handwritten Signature]
Name: **Christopher J. Kozany**
Title: **Executive Vice President and Secretary**

Exhibit A

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
FLAIR CORPORATION**

Pursuant to Sections 141 and 253 of the
General Corporation Law of Delaware

Each of the undersigned members of the board of directors (the "Board of Directors") of Flair Corporation, a Delaware corporation (the "Corporation"), hereby consents, in accordance with section 141(f) of the General Corporation Law of the State of Delaware, to the adoption of the following resolutions:

MERGER OF DOLLINGER CORPORATION WITH AND INTO FLAIR CORPORATION

WHEREAS, the Corporation is the direct owner of all of the issued and outstanding shares of common stock, par value \$1.00 per share (the "Dollinger Stock"), of Dollinger Corporation, a North Carolina corporation ("Dollinger"); and

WHEREAS, the Corporation desires to merge Dollinger with and into the Corporation, with the Corporation to be the surviving corporation (such corporation in its capacity as the surviving corporation being hereinafter sometimes called the "Dollinger Surviving Corporation") pursuant to the provisions of section 253 of the Delaware General Corporation Law and section 55-11-04 of the North Carolina Business Corporation Act (the "Dollinger Merger").

NOW, THEREFORE, BE IT HEREBY:

Dollinger Merger: Terms of the Dollinger Merger

RESOLVED, that the plan of merger between the Corporation and Dollinger (the "Dollinger Plan of Merger"), substantially in the form presented to the Board of Directors and attached hereto as Exhibit I, providing for the Dollinger Merger, be, and it hereby is approved and adopted.

RESOLVED, that the Corporation shall cause to be filed an appropriate certificate of ownership and merger embodying these resolutions with the Secretary of State of the state of Delaware and appropriate articles of merger embodying these resolutions with the Secretary of State of the state of North Carolina (the date and time of such filings, or such later date and time as set forth in such certificates and articles, being hereinafter referred to as the "Dollinger Effective Time"), and at the Dollinger Effective Time, the Corporation shall merge Dollinger with and into the Corporation in accordance with the Delaware General Corporation Law and the North Carolina Business Corporation Act.

RESOLVED, that the terms and conditions of the Dollinger Merger are as follows:

(1) At the Dollinger Effective Time, (a) the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Dollinger Surviving Corporation until thereafter changed or amended, (b) the bylaws of the Corporation shall be the bylaws of the Dollinger Surviving Corporation until thereafter changed or amended and (c) the directors of the Corporation shall be the directors of the Dollinger Surviving Corporation, and the officers of the Corporation shall be the officers of the Dollinger Surviving Corporation, in each case until their successors are duly elected or appointed and qualified in the manner provided by the certificate of incorporation and bylaws of the Dollinger Surviving Corporation or as otherwise provided by law.

(2) At the Dollinger Effective Time, by virtue of the Dollinger Merger and without any action on the part of the Corporation, the Dollinger Surviving Corporation or Dollinger, each issued and outstanding share of Dollinger Stock shall be cancelled and retired without payment of any consideration for such cancelled share.

(3) At the Dollinger Effective Time, the Dollinger Surviving Corporation shall succeed to all rights, privileges, powers, franchises and property of the constituent corporations to the Dollinger Merger, and shall be subject to all the debts, liabilities and duties of each of the constituent corporations in the same manner as if the Dollinger Surviving Corporation had itself incurred them, all with the effect set forth in the Delaware General Corporation Law and the North Carolina Business Corporation Act.

(4) At any time prior to the Dollinger Effective Time, these resolutions and the Dollinger Merger may be amended or terminated by the Board of Directors as provided in section 253(c) of the Delaware General Corporation Law and section 55-11-03(i) of the North Carolina Business Corporation Act.

RESOLVED, that the President, any Vice President or other officer of the Corporation; such other persons as the Board of Directors may designate from time-to-time; and any additional persons as such officers or designated persons may further designate (each, an "Authorized Officer" and together, the "Authorized Officers") be, and each of them hereby is, directed and authorized to make, execute and deliver, in the name and on behalf of the Corporation, the Dollinger Plan of Merger with such changes and additions thereto as the Authorized Officer or Authorized Officers executing the same shall approve, such execution thereof to be conclusive evidence of such approval.

RESOLVED, that the Authorized Officers be, and each of them hereby is, directed and authorized to make, execute and deliver, in the name and on behalf of the Corporation, a certificate of ownership and merger setting forth a copy of these resolutions and articles of merger providing for the Dollinger Merger, and to cause such certificate to be filed with the Secretary of State of the state of Delaware and such articles to be filed with the Secretary of State of the state of North Carolina.

General Resolutions

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to take or cause to be taken all such further actions and to execute and deliver all such further agreements, indentures, instruments of assumption, documents, certificates, and undertakings in the name of and on behalf of the Corporation, and to incur all fees and expenses as in his judgment shall be necessary, appropriate, or advisable to carry out and to effect the purpose and intent of the foregoing resolutions and to complete the transactions contemplated thereby.

RESOLVED, that all actions taken prior to the adoption of these resolutions by any Authorized Officer in connection with the matters referred to herein that would have been within the authority conferred hereby had these resolutions preceded such actions be, and they hereby are, ratified, confirmed and approved in all respects.

Exhibit I

PLAN OF MERGER

PLAN OF MERGER, dated this ___ day of December, 2003, pursuant to the General Corporation Law of Delaware (the "**DGCL**") and the North Carolina Business Corporation Act (the "**NCBCA**"), regarding the merger of Flair Corporation, a Delaware corporation ("**Flair**"), and Dollinger Corporation, a North Carolina corporation ("**Dollinger**") and a direct, wholly owned subsidiary of Flair.

1. **Merger Effective Time.** (a) At the Dollinger Effective Time (as defined in section 1(b)), Dollinger shall be merged with and into Flair and the separate corporate existence of Dollinger shall thereupon cease (the "**Dollinger Merger**"). Flair shall be the surviving corporation in the Dollinger Merger (sometimes hereinafter referred to as the "**Dollinger Surviving Corporation**") and shall continue to be governed by the laws of the state of Delaware and the separate corporate existence of Flair with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Dollinger Merger. The Dollinger Merger shall have the effects specified in this plan of merger, the DGCL and the NCBCA.

(b) The Dollinger Merger shall be effective as of the filing with the Secretary of State of the state of Delaware of a certificate of ownership and merger meeting the requirements of section 253 of the DGCL and the filing with the Secretary of State of the state of North Carolina of articles of merger meeting the requirements of section 55-11-05 of the NCBCA or such later date and/or time as is set forth in such certificate and articles (the "**Dollinger Effective Time**").

2. **Certificate of Incorporation and Bylaws of the Surviving Corporation.** (a) At the Dollinger Effective Time, the certificate of incorporation of Flair as in effect immediately prior to the Dollinger Effective Time shall continue in full force and effect as the certificate of incorporation of the Dollinger Surviving Corporation until duly amended in accordance with the terms thereof and the DGCL.

(b) At and after the Dollinger Effective Time, the bylaws of Flair as in effect immediately prior to the Dollinger Effective Time shall continue in full force and effect as the bylaws of the Dollinger Surviving Corporation until duly amended in accordance with the terms thereof, the Dollinger Surviving Corporation's certificate of incorporation and the DGCL.

3. **Dollinger Outstanding Shares.** Immediately prior to the Dollinger Effective Time, there will be 654,000 shares of common stock, par value \$1.00 per share, of Dollinger (the "**Dollinger Stock**") issued and outstanding, all of which will be owned by Flair, the parent corporation of Dollinger.

4. **Conversion or Cancellation of Shares.** At the Dollinger Effective Time, by virtue of the Dollinger Merger and without any other action on the part of Flair, the Dollinger Surviving Corporation or Dollinger:

- (a) each share of Dollinger Stock outstanding immediately prior to the Dollinger Effective Time, and all rights in respect thereof shall be cancelled and

extinguished without any payment of any consideration therefor, and shall thereafter cease to exist; and

- (b) each share of common stock, par value \$0.01 per share, of Flair outstanding immediately prior to the Dollinger Effective Time, and all rights in respect thereof shall remain outstanding and represent a share of common stock of the Dollinger Surviving Corporation, and each such share shall have the identical designation, preferences, limitations and relative rights immediately after the Dollinger Effective Time as such share had immediately prior to the Dollinger Effective Time.

5. Directors and Officers of the Dollinger Surviving Corporation. (a) The directors of Flair immediately prior to the Dollinger Effective Time shall, from and after the Dollinger Effective Time, be the directors of the Dollinger Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Dollinger Surviving Corporation's certificate of incorporation and bylaws.

(b) The officers of Flair immediately prior to the Dollinger Effective Time shall, from and after the Dollinger Effective Time, be the officers of the Dollinger Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Dollinger Surviving Corporation's certificate of incorporation and bylaws.

6. Amendment and Termination. At any time prior to the Dollinger Effective Time, the Dollinger Merger may be amended or terminated by the board of directors of Flair as provided in section 253(c) of the DGCL and section 55-11-03(i) of the NCBCA.

7. Waiver of Requirement of Mailing of Plan of Merger. Flair, the sole shareholder of Dollinger, the subsidiary corporation, hereby waives the requirement of section 55-11-04 of the NCBCA that a copy or summary of this plan of merger be mailed to Flair.