

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/15/1997

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
POLYCOLD SYSTEMS INTERNATIONAL		11/15/1997	CORPORATION:

RECEIVING PARTY DATA

Name:	POLYCOLD MERGER SUB, INC.
Street Address:	67 Mark Drive
City:	San Rafael
State/Country:	CALIFORNIA
Postal Code:	94903
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1001788	POLYCOLD

CORRESPONDENCE DATA

Fax Number: (212)894-5712
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2129408712
 Email: linda.chan@kmzr.com
 Correspondent Name: Linda S. Chan
 Address Line 1: 575 Madison Avenue
 Address Line 4: New York, NEW YORK 10022-2585

NAME OF SUBMITTER:	Linda S. Chan
Signature:	/Linda S. Chan/
Date:	01/13/2005

CH \$40.00 1001788

Total Attachments: 3

source=Polycold Systems International to Polycold Merger Sub, Inc#page1.tif

source=Polycold Systems International to Polycold Merger Sub, Inc#page2.tif

source=Polycold Systems International to Polycold Merger Sub, Inc#page3.tif

D0556930

0715672 out

FILED
In the office of the Secretary of State
of the State of California

DEC 10 1997

Bill Jones
BILL JONES, Secretary of State

Certificate of Merger

of

Polycold Systems International

Into

Polycold Merger Sub, Inc.

The undersigned corporation

DOES HEREBY CERTIFY:

First. That the name and state of incorporation of each of the constituent corporations to the merger is as follows:

Polycold Systems International a California corporation ("Polycold")
Polycold Merger Sub, Inc., a Delaware corporation ("Merger Sub")

Second. That an Agreement and Plan of Merger between Polycold Systems International, a California corporation and Polycold Merger Sub, Inc., a Delaware corporation (the "Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 252 of the General Corporation law of the State of Delaware (the "DGCL").

Third. The name of the surviving corporation of the merger is Polycold Merger Sub, Inc., a Delaware corporation (the "Surviving Corporation").

Fourth. That the Certificate of Incorporation of Merger Sub shall be the certificate of incorporation of the Surviving Corporation, except that Article First shall be amended to read as follows: The name of the corporation is Polycold Systems International, Inc.

Fifth. The executed Agreement is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is

67 Mark Drive
San Rafael, California 94903-2264

Sixth. That a copy of the Agreement will be furnished on request and without cost to any stockholder of any constituent corporation.

Seventh. The authorized capital stock of Polycold is as follows:

Polycold Systems International, a California corporation
400,000 shares Class A common voting stock, no par value
100,000 shares of Class B common nonvoting stock, no par value

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Polycold Merger Sub, Inc., a Delaware corporation this *15th* day of *November*, 1997.

POLYCOLD MERGER SUB, INC.

By: *Catherine E. Ordway*
Its: *Corporate Secretary*

PEAR 204-166733-1
41902-00020
November 25, 1997 11:09 am