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02-08-2005



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To The Honorable Commissioner of Patent.

Please record the attached original documents or copy thereof

1. Name of conveying party(ies):  
814 SECOND AVENUE CORP.

Individual(s)  Association  
 General Partnership  Limited Partnership

Corporation-State New Jersey  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

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

Name: 814 AMERICAS, INC.

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

Street Address: 814 210105  
7M  
812 Second Avenue

City: Elizabeth State: NJ

Zip: 07202

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: October 29, 2000

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

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)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No(s).

B. Trademark Registration No(s).

Reg. No. 1289220

Reg. No. 1297848

Additional numbers attached?  Yes  No

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

Name: Robert M. Kunstadt, Esq.  
R. KUNSTADT, P.C.  
Street Address: 729 Seventh Avenue  
New York, NY 10019

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

02/08/2005 6TOM11 00000083 1289220

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02 FC:8522

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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.

Michael A. Patraculla / Michael Patraculla / 02/01/05  
Name of Person Signing                      Signature                      Date

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, 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:

"814 SECOND AVENUE CORP.", A NEW JERSEY CORPORATION, WITH AND INTO "814 AMERICAS, INC." UNDER THE NAME OF "814 AMERICAS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

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



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\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0765928

DATE: 10-31-00

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 10 31 2000  
002547311 - 223:755

**CERTIFICATE OF OWNERSHIP AND MERGER MERGING 814 SECOND AVENUE CORP. INTO 814 AMERICAS, INC.**

The undersigned, 814 Americas, Inc. (the "Company"), hereby certifies as follows:

1. The Company is a corporation organized under the law of the state of Delaware.
2. The Company owns 100 shares of common stock, no par value, of 814 Second Avenue Corp. ("Second Avenue"), a corporation organized under the law of the state of New Jersey. Second Avenue does not have any outstanding shares of stock of any class, except for the 100 shares of common stock, no par value, the Company owns.
3. The board of directors of the Company, by unanimous written consent dated September 7, 2000, adopted the following resolutions and plan of merger to merge Second Avenue into the Company:

Resolved that the Company merge 814 Second Avenue Corp., a New Jersey corporation ("Second Avenue") and a wholly-owned subsidiary of the Company, into itself on the following terms (the "Merger"):

(1) The Company shall cause Second Avenue to merge into the Company pursuant to the General Corporation Law of the State of Delaware and the New Jersey Business Corporation Act.

(2) The effective time of the Merger (the "Effective Time") shall be the close of business on October 31, 2000.

(3) The Company shall be the surviving corporation of the Merger.

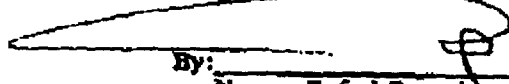
(4) At the Effective Time, each share of Second Avenue's common stock shall be cancelled.

Resolved that the proper officers of the Company are authorized to execute a certificate of ownership and merger pursuant to section 253 of the Delaware General Corporation Law

(the "DGCL") to effect the Merger, to cause the certificate of ownership and merger to be filed and recorded in accordance with the DGCL and to take such other action, and execute and deliver such other documents, as they consider necessary or proper to carry out the foregoing resolutions.

Dated: October 29, 2000

814 AMERICAS, INC.

  
By: \_\_\_\_\_  
Name: Rafael Gonzalez  
Title: President