

03-18-2005



102962187

To the Director of the U. S. Patent and Trademark Office, or to the addressee documents or the new address(es) below.

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

Pneumatic Products Corporation

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

Citizenship (see guidelines)

Execution Date(s) December 29, 2003

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?

- Yes
- No

Name: Flair Corporation

Internal

Address:

Street Address: 4647 S.W. 40th Avenue

City: Ocala

State: Florida

Country: U.S.A. Zip: 34474

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other 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)

MAR 2 - 2005

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) 785,828

Additional sheet(s) attached? Yes No

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

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

Name: John H. Weber

Internal Address: Washington Square
Suite 1100

Street Address: 1050 Connecticut Avenue
N.W.

City: Washington

State: D.C. Zip: 20036

Phone Number: (202) 861-1500

Fax Number: (202) 861-1783

Email Address: trademarks@bakerlaw.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-20-36

Authorized User Name John H. Weber

140.00 00

9. Signature:

Ellen K. Burke
Signature

March 2, 2005

Date

Ellen K. Burke

Name of Person Signing

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

03/17/2005 10:11 AM 00000000 785828 01 FC-852

CERTIFICATE OF OWNERSHIP AND MERGER
OF
PNEUMATIC PRODUCTS 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 Pneumatic Products Corporation, a corporation incorporated on the 26th day of April 1988, pursuant to the General Corporation Law of the state of Delaware.

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 Pneumatic Products 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 07:31 PM 12/29/2003
SRV 030840902 - 2308709 FILE


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IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by Christopher J. Kearney, its Executive Vice President and Secretary, this 21st day of December 2003.

FLAIR CORPORATION

By: _____


Name: Christopher J. Kearney
Title: Executive Vice President
and Secretary

(10) Certificate of Merger of Phoenix Protein Corporation

326110.1.doc

TRADEMARK
REEL: 003136 FRAME: 0501

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 PNEUMATIC PRODUCTS 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 "Pneumatic Stock"), of Pneumatic Products Corporation, a Delaware corporation ("Pneumatic"); and

WHEREAS, the Corporation desires to merge Pneumatic 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 "Pneumatic Surviving Corporation") pursuant to the provisions of section 253 of the Delaware General Corporation Law (the "Pneumatic Merger").

NOW, THEREFORE, BE IT HEREBY:

Pneumatic Merger: Terms of the Pneumatic Merger

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 (the date and time of such filing, or such later date and time as set forth in such certificate, being hereinafter referred to as the "Pneumatic Effective Time"), and at the Pneumatic Effective Time, the Corporation shall merge Pneumatic with and into the Corporation in accordance with the Delaware General Corporation Law.

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

(1) At the Pneumatic Effective Time, (a) the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Pneumatic Surviving Corporation until thereafter changed or amended, (b) the bylaws of the Corporation shall be the bylaws of the Pneumatic Surviving Corporation until thereafter changed or amended and (c) the directors of

the Corporation shall be the directors of the Pneumatic Surviving Corporation, and the officers of the Corporation shall be the officers of the Pneumatic 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 Pneumatic Surviving Corporation or as otherwise provided by law.

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

(3) At the Pneumatic Effective Time, the Pneumatic Surviving Corporation shall succeed to all rights, privileges, powers, franchises and property of the constituent corporations to the Pneumatic 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 Pneumatic Surviving Corporation had itself incurred them, all with the effect set forth in the Delaware General Corporation Law.

(4) At any time prior to the Pneumatic Effective Time, these resolutions and the Pneumatic Merger may be amended or terminated by the Board of Directors as provided in section 253(c) of the Delaware General Corporation Law.

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, a certificate of ownership and merger setting forth a copy of these resolutions providing for the Pneumatic Merger, and to cause the same to be filed with the Secretary of State of the state of Delaware.

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 predated such actions be, and they hereby are, ratified, confirmed and approved in all respects.