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10-05-2005

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To the Director of the U. S. Patent and T.

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ments or the new address(es) below.

1. Name of conveying party(ies):

Brandopoly, Inc.

- Individual(s)
- General Partnership
- Corporation- State: New York
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) December 31, 2004

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bear Brook Design, Inc.

Internal

Address: Innovation Centre

Street Address: 1170 Route 17M

City: Chester

State: NY

Country: Orange Zip: 10918

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____

Citizenship _____
Citizenship _____
Citizenship New York
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
N/A

B. Trademark Registration No.(s)
1) 2,809,230 2) 2,951,403 3) 2,941,008

Additional sheet(s) attached? Yes No

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

- 1) BRANDOPOLY (Standard Character Mark)
- 2) "b" (Highly stylized letter "b" design mark)
- 3) "Brand Control, Market Flexibility" (Highly stylized design mark)

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

Name: Shay Humphrey, Esq.

Internal Address: Rider, Weiner & Frankel, P.C.

Street Address: 655 Little Britain Road

City: New Windsor

State: NY Zip: 12553

Phone Number: 845-562-9100

Fax Number: 845-562-8126

Email Address: shumphrey@riderweiner.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

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

8. Payment Information:

- a. Credit Card Last 4 Numbers 1059
Expiration Date 3/06
10/04/2005 LNUELLER 00000011 2009330
- b. Deposit Account Number _____
01 FC: 8521
02 FC: 8523
Authorized User Name Maurene Crush

9. Signature:

Signature

Date

Shay Humphrey, Attorney

Name of Person Signing

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

5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

State of New York)
Department of State) ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

January 07, 2005



A handwritten signature in black ink, appearing to read "R. A. J.", is written over the printed title.

Secretary of State

DCS-200 (Rev. 03/02)

DC-08

CERTIFICATE OF MERGER
of
BRANDOPOLY, INC.
and
BEAR BROOK DESIGN, INC.
into
BEAR BROOK DESIGN, INC.

F0412300002

Under Section 904 of the Business Corporation Law

The undersigned, Thomas J. Trapp, being the president and secretary, respectively, of Brandopoly, Inc., and Thomas J. Trapp, being the president and secretary of Bear Brook Design, Inc., said corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, and a plan of merger having been adopted by the board of directors of each of said constituent corporations, do hereby certify:

1. The name of each constituent corporation is as follows:
Brandopoly, Inc.
Bear Brook Design, Inc.
2. The name of the surviving corporation is Bear Brook Design, Inc.
3. The date when the certificate of incorporation of Brandopoly, Inc. was filed by the Department of State is the 14th day of August, 2002.

The date when the certificate of incorporation of Bear Brook Design, Inc. was filed by the Department of State is the 28th day of December, 1987.

4. As to Brandopoly, Inc., has one class of stock, the designation and number of outstanding shares which are: Ten (10) Shares, Common Stock, No Par Value of which Ten (10) are issued and outstanding and entitled to vote.

As to Bear Brook Design, Inc., has one class of stock, the designation and number of outstanding shares which are: Ten (10) Shares, Common Stock, No Par Value of which Ten (10) are issued and outstanding and entitled to vote.

5. The effective date of the merger shall be as of December 31, 2004.
6. The merger was authorized with respect to Brandopoly, Inc. without a meeting by the consent in writing of all the members of the board of directors to the adoption of a resolution authorizing adoption of a plan of merger. The resolution and written consents thereto by the board members were filed with the minutes of the proceedings of the board. The board thereupon submitted the plan to a vote of shareholders. The plan was adopted without a meeting by the consent in writing of all of the shareholders. The

resolution and written consents thereto by the shareholders were filed with the minutes of the proceedings of the shareholders.

8. The merger was authorized with respect to Bear Brook Design, Inc. without a meeting by the consent in writing of all the members of the board of directors to the adoption of a resolution authorizing adoption of a plan of merger. The resolution and written consents thereto by the board members were filed with the minutes of the proceedings of the board. The board thereupon submitted the plan to a vote of shareholders. The plan was adopted without a meeting by the consent in writing of all of the shareholders. The resolution and written consents thereto by the shareholders were filed with the minutes of the proceedings of the shareholders.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 27th day of December, 2004

BRANDOPOLY, INC.

By: 
Thomas J. Trapp, President and Secretary

BEAR BROOK DESIGN, INC

By: 
Thomas J. Trapp, President and Secretary

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Unauthorized Use of This Certificate Constitutes a Breach of Contract and May Be Punishable by Law. Bear Brook Design, Inc. 12/27/04

F041230000 204

CERTIFICATE OF MERGER
OF
BRANDOPOLY, INC.
AND
BEAR BROOK DESIGN, INC.
INTO

BEAR BROOK DESIGN, INC.

704 DEC 30 11:054

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

2004 DEC 20 11:02

100
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 30 2004

TAX \$ BY: Lmb

Orange

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Filed By:

Rider, Weiner, & Frankel, P.C.
655 Little Britain Road
New Windsor NY 12553

D.C. -08

ROUTINE
 24 HOUR

SAME DAY
 2 HOUR

719

TOTAL P. 06