

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/18/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Lincoln Park, Inc.		07/18/2005	CORPORATION: RHODE ISLAND

**RECEIVING PARTY DATA**

Name:	LPRI, LLC
Street Address:	1600 Louisquisset Pike
City:	Lincoln
State/Country:	RHODE ISLAND
Postal Code:	02865
Entity Type:	LIMITED LIABILITY COMPANY: RHODE ISLAND

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	76498050	LINCOLN PARK

**CORRESPONDENCE DATA**

Fax Number: (401)751-0604  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 401-274-7200  
 Email: pcampellone@apslaw.com  
 Correspondent Name: Paul A. Campellone  
 Address Line 1: One Citizens Plaza  
 Address Line 2: Eighth Floor  
 Address Line 4: Providence, RHODE ISLAND 02903

ATTORNEY DOCKET NUMBER:	LINCOLN PARK MERGER
NAME OF SUBMITTER:	Paul A. Campellone

OP \$40.00 76498050

Signature:	/Paul A. Campellone/
Date:	03/30/2006
<b>Total Attachments: 7</b> source=Lincoln Park Cert of Merger_001#page1.tif source=Lincoln Park Cert of Merger_001#page2.tif source=Lincoln Park Cert of Merger_001#page3.tif source=Lincoln Park Cert of Merger_001#page4.tif source=Lincoln Park Cert of Merger_001#page5.tif source=Lincoln Park Cert of Merger_001#page6.tif source=Lincoln Park Cert of Merger_001#page7.tif	



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
*Office of the Secretary of State*

**Matthew A. Brown**  
*Secretary of State*

**CERTIFICATE OF MERGER OR CONSOLIDATION  
INTO**

**LPRI, LLC**

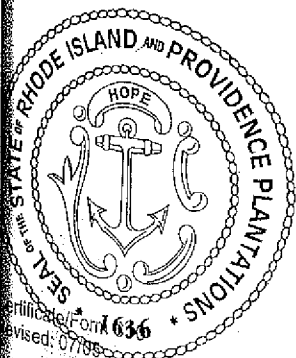
I, MATTHEW BROWN, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that Articles of Merger of LPRI, LLC, a domestic Limited Liability Company, and Lincoln Park, Inc., a domestic corporation duly executed in accordance with the applicable provisions of the General Laws of Rhode Island, 1956, as amended, have been filed in this office on this day, with an effective date of July 18, 2005.

WITNESS my hand and the seal of the State of Rhode Island and Providence Plantations on this 18<sup>th</sup> day of July, 2005.

*Matthew Brown*

*Secretary of State*

By *Andrea M. Luarcese*



**TRADEMARK**  
**REEL: 003279 FRAME: 0354**

FILED

JUL 18 2005

Filing Fee: See Instructions

ID Number: \_\_\_\_\_

By AME 71967



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
05 JUL 18 AM 8:58

ARTICLES OF MERGER OR CONSOLIDATION INTO
LPRI, LLC

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include LPRI, LLC (limited liability company, Rhode Island) and Lincoln Park, Inc. (corporation, Rhode Island).

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is LPRI, LLC which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: n/a

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: n/a

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) \_\_\_\_\_

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is: \_\_\_\_\_
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

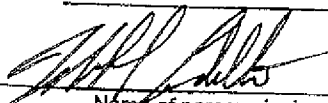
**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.


Lincoln Park, Inc.

Print Entity Name

By:

  
Name of person signing

Authorized Officer

  
Title of person signing

By:

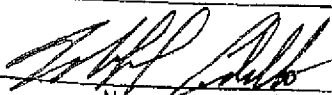
\_\_\_\_\_  
Name of person signing

\_\_\_\_\_  
Title of person signing


LPRI, LLC

Print Entity Name

By:

  
Name of person signing

Authorized Person

  
Title of person signing

By:

\_\_\_\_\_  
Name of person signing

\_\_\_\_\_  
Title of person signing

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
05 JUL 18 AM 8:59

EXHIBIT

PLAN OF MERGER

Lincoln Park, Inc. into LPRI, LLC

This Plan of Merger (hereinafter "Plan of Merger") is entered into as of the 18 day of July, 2005, by LPRI, LLC, a Rhode Island limited liability company ("Survivor") and Lincoln Park, Inc., a Rhode Island corporation ("Merged").

WHEREAS, The owner of all of the outstanding capital stock of Merged and all the Managers of the Survivor (pursuant to the authority granted to them by the sole member of Survivor under the Operating Agreement of Survivor dated as of July 18, 2005), deem it advisable that Merged be merged into Survivor as authorized by the provisions of §7-16-59 of the General Laws of Rhode Island (1956), as amended (hereinafter "Rhode Island Law"); and

WHEREAS, Survivor, by its Articles of Organization which were filed in the office of the Secretary of State, State of Rhode Island, on February 20, 2004, has one (1) member; and

WHEREAS, Merged, by its Articles of Incorporation which were filed in the office of the Secretary of State, State of Rhode Island, on June 26, 1941, has an authorized capital stock consisting of forty-five (45) shares of Class A Stock, without par value, and five (5) shares of common stock, without par value, of which thirty seven (37) shares of Class A Stock and four (4) shares of common stock are issued and outstanding, all of which are owned beneficially and of record by one (1) stockholder; and

WHEREAS, it is intended that the merger effect a complete liquidation of Merged within the meaning of Sections 332, 334(b)(1) and 337 of the Internal Revenue Code of 1986, as amended, and pursuant to a plan of complete liquidation duly adopted by the sole stockholder of Merged; and

WHEREAS, it is intended that, in accordance with Treasury Regulations Section 301.7701-3 (and any successor provisions), Survivor be disregarded as an entity separate from its sole member for all US federal income tax purposes.

NOW, THEREFORE, in accordance with Rhode Island Law, Merged shall be merged into Survivor as follows:

FIRST: As of the time of the filing of the Articles of Merger with the Secretary of State of the State of Rhode Island ("Effective Time"), Merged shall be

merged with and into Survivor such that Survivor shall be the surviving entity.

SECOND: As of the Effective Time, each single issued and outstanding share of common stock of Merged shall, without any action on the part of the holder thereof, be canceled and each issued and outstanding membership interest of Survivor shall remain issued and outstanding.

THIRD: The terms and conditions of the merger provided for herein are as follows:

- A. The Articles of Organization of Survivor shall be the Articles of Organization of the surviving limited liability company.
- B. The Operating Agreement of Survivor as in effect at the Effective Time shall be the Operating Agreement of the surviving limited liability company.
- C. The Member of Survivor, after the Effective Time, shall be as presently existing.
- D. Survivor and Merged shall each pay their respective expenses of carrying this Plan of Merger into effect and of accomplishing this merger.
- E. This Plan of Merger shall become effective as of the Effective Time, as of which time the separate existence of Merged shall cease and Merged shall be merged with and into Survivor in accordance with the provisions of this Plan of Merger, whereupon:
  - (i) Survivor shall, at the Effective Time and subsequently, possess all of the rights, privileges, immunities, powers and franchises of a public as well as a private nature, of each of Merged and Survivor and shall, at the Effective Time and subsequently, be subject to all the restrictions, disabilities and duties, of Merged and Survivor to the extent the rights, privileges, immunities, powers, franchises, restrictions, disabilities and duties are applicable to the limited liability company form of existence of Survivor;
  - (ii) all property, real, personal and mixed, and all debts due to Merged, on whatever account, including promises to make capital contributions and subscriptions for shares, and all other things or choses in action, and all and every other interest of or belonging to or due Merged and Survivor, are vested in Survivor without further act or deed;
  - (iii) Survivor is responsible and liable for all liabilities and obligations of each of Merged and Survivor and any claim existing or action or proceeding pending by or against Merged or Survivor may be

prosecuted as if the merger had not taken place, or Survivor may be substituted in the action;

- (iv) the title to all real estate and any interest in real estate vested in Merged does not revert or become in any way impaired because of this merger; and
- (v) neither the rights of creditors nor any liens on the property of Merged or Survivor are impaired by the merger.

FOURTH: If at any time Survivor shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, or record or otherwise, in Survivor, the title to any property of Merged, acquired or to be acquired by this Plan of Merger, the proper Authorized Agent(s) of Survivor are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law or otherwise and to do all things necessary and proper in the name of Merged so as to vest, perfect or confirm title to such property in Survivor and otherwise carry out the purposes of this Plan of Merger.

FIFTH: Survivor reserves the right to amend, alter, change or repeal any provision of the Articles of Organization or its Operating Agreement in the manner now or hereafter prescribed by the laws of the State of Rhode Island.



IN WITNESS WHEREOF, this Plan of Merger has been executed by the duly Authorized Agent(s) of Survivor and authorized officers of Merged as of the day and year first above written.

Attest:

Anne E. Klimuszka  
Commission Expires 8/05/06

LPRI, LLC

By: [Signature]  
Michael Cardello, Authorized Person

Anne E. Klimuszka  
Commission Expires 8/05/06

Lincoln Park, Inc.  
By: [Signature]  
Michael Cardello, Secretary

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