

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2001

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Zerand Corporation		12/04/2000	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	North American Cerutti Corporation
Street Address:	15800 West Overland Drive
City:	New Berlin
State/Country:	WISCONSIN
Postal Code:	53151
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2297877	ZERAND

**CORRESPONDENCE DATA**

Fax Number: (202)942-5999  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202-942-5163  
 Email: trademarkdocketing@aporter.com  
 Correspondent Name: Anna W. Manville  
 Address Line 1: 555 Twelfth Street, N.W.  
 Address Line 2: IP Docketing, Arnold & Porter LLP  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Anna W. Manville
Signature:	/Anna W. Manville/
Date:	04/24/2006

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Total Attachments: 3  
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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:

"ZERAND CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "NORTH AMERICAN CERUTTI CORPORATION" UNDER THE NAME OF "NORTH AMERICAN CERUTTI CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2001.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 0869460

DATE: 12-20-00

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/20/2000  
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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING ZERAND CORPORATION INTO NORTH AMERICAN CERUTTI CORPORATION**

North American Cerutti Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation").

DOES HEREBY CERTIFY:

FIRST: that the Corporation was incorporated on December 1<sup>st</sup>, 1977, pursuant to the General Corporation Law of the State of Delaware.

SECOND: that the Corporation owns all of the outstanding shares of each class of capital stock of Zerand Corporation, a corporation incorporated on February 12, 1998, pursuant to the General Corporation Law of the State of Delaware.

THIRD: that the Corporation, by the following resolutions of its Board of Directors, duly adopted on December 4, 2000, by the unanimous written consent of the members thereof, filed with the minutes of the Board pursuant to Section 141(f) of the Delaware General Corporation Law, determined to cause the filing of this Certificate of Merger and Ownership with the Secretary of State of the State of Delaware for the purpose of merging said Zerand Corporation into itself with effect as of January 1<sup>st</sup>, 2001:

*WHEREAS, the Corporation owns all of the outstanding shares of each class of capital stock of Zerand Corporation, a Delaware corporation;*

*WHEREAS, the Corporation desires to merge Zerand Corporation into itself pursuant to the provisions of Section 253 of the Delaware General Corporation Law;*

*NOW, THEREFORE, BE IT RESOLVED, that the Corporation file an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of the State of Delaware for the purpose of merging Zerand Corporation into itself and assuming all of such subsidiary's liabilities and obligations with effect as of January 1<sup>st</sup>, 2001; and*

Certificate of ownership and merger

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*RESOLVED, that upon the proposed merger becoming effective, each outstanding share of Zerand Corporation stock shall become canceled and null and void; and*

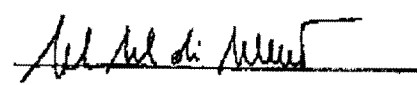
*RESOLVED, that the President or any Vice President of the Corporation be and each hereby is authorized to make and execute, and the Secretary or any Assistant Secretary be and each hereby is authorized to attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of Zerand Corporation into the Corporation with effect as of January 1<sup>st</sup>, 2001, and to cause said Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the Register of Deeds, Waukesha County, State of Wisconsin; and*

*RESOLVED, that the President or any Vice President of the Corporation be and each hereby is authorized to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said merger.*

IN WITNESS WHEREOF, North American Cerutti Corporation has caused this Certificate to be signed by Dr. Giancarlo Cerutti, its authorized officer, and to be attested by Massimiliano di Robilant, its secretary, this 4<sup>th</sup> day of December 2000.

NORTH AMERICAN CERUTTI CORPORATION

By:   
Dr. Giancarlo Cerutti, President

Attest:   
Massimiliano di Robilant, Secretary