

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Xinetix, Inc.		12/22/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The Sperry and Hutchinson Company, Inc.
Street Address:	1625 South Congress Avenue
City:	Delray Beach
State/Country:	FLORIDA
Postal Code:	33309
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2409960	XINETIX
Registration Number:	2384910	INFOPILOT LEADING THE WAY TO CUSTOMER LOYALTY.
Registration Number:	2384909	INFOPILOT

CORRESPONDENCE DATA

Fax Number: (617)338-2880
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-338-2800
 Email: kherman@sandw.com
 Correspondent Name: Kimberly B. Herman
 Address Line 1: One Post Office Square
 Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	17492.13
NAME OF SUBMITTER:	Kimberly Herman

CH \$90.00 2409960

Signature:	/Kimberly Herman/
Date:	08/14/2006
<p>Total Attachments: 11 source=Merger doc Sperry#page1.tif source=Merger doc Sperry#page2.tif source=Merger doc Sperry#page3.tif source=Merger doc Sperry#page4.tif source=Merger doc Sperry#page5.tif source=Merger doc Sperry#page6.tif source=Merger doc Sperry#page7.tif source=Merger doc Sperry#page8.tif source=Merger doc Sperry#page9.tif source=Merger doc Sperry#page10.tif source=Merger doc Sperry#page11.tif</p>	

211 South Ridge Street
Rye Brook, New York 10573
Phone: (914) 690-0070
Fax: (914) 690-0074



Fax

To: Kimberly Herman **From:** Perry Ashley

Fax: 617 338 2880 **Pages:** 12

Phone: **Date:** August 14, 2006

Re: **CC:**

Urgent **For Review** **Please Comment** **Please Reply** **Please Recycle**

◆ **Comments:**

merger documents attached for both NJ and Delaware

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

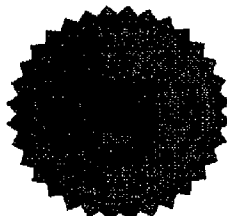
"KINETIX, INC.", A DELAWARE CORPORATION,
WITH AND INTO "THE SPERRY AND HUTCHINSON COMPANY, INC."
UNDER THE NAME OF "THE SPERRY AND HUTCHINSON COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2004, AT 12:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004.

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

3902162 8100M

040936526



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3577665

DATE: 12-27-04

DEC. -22' 04 (WED) 15:34

SPERRY & HUTCHINSON

TEL: 212 481 6000
State of Delaware 002/011
Secretary of State
Division of Corporations
Delivered 12:54 PM 12/23/2004
FILED 12:39 PM 12/23/2004
SRV 040936526 - 3183708 FILE

CERTIFICATE OF MERGER

OF

xINETix, Inc.

INTO

THE SPERRY AND HUTCHINSON COMPANY, INC.

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
The Sperry and Hutchinson Company, Inc.	New Jersey
xINETix, Inc	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is The Sperry and Hutchinson Company, Inc., a New Jersey corporation.

FOURTH: That the (*Restated) Certificate of Incorporation of The Sperry and Hutchinson Company, Inc., a New Jersey corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 1625 South Congress Avenue,

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SPERRY & HUTCHINSON

TEL: 212 481 4488

P. 003/011

Delray Beach, Florida 33309.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That The Sperry and Hutchinson Company, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is c/o The Corporation Trust Company, 820 Bear Tavern Road, Trenton, New Jersey 08628 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That this Certificate of Merger shall be effective on December 31, 2004.

Dated: December 22, 2004

The Sperry and Hutchinson Company, Inc.

By 
Perry Ashley, Vice-President

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SPERRY & HUTCHINSON

TEL:212 481 4488

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DEC 23 2004

**New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)**

State Treasurer

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): Merger Consolidation

2. Name of Surviving Business Entity: **The Sperry and Hutchinson Company, Inc.**

3. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
The Sperry and Hutchinson Company, Inc.	New Jersey	
xINETix, Inc.	Delaware	

4. Date Merger/Consolidation adopted: **November 1, 2004**

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name **The Sperry and Hutchinson Company** Outstanding Shares **1000**
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-b Corp. Name **xINETix, Inc.** Outstanding Shares **1000**
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-c Corp. Name _____ Outstanding Shares _____
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

REC-22 04 (WEB) 13:34

SPERRY & HUTCHINSON

TEL: 212 481 4488

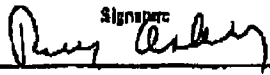
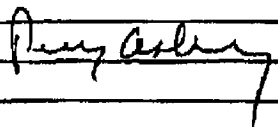
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Certificate of Merger/Consolidation

UMC-2

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7. Effective Date (see inst.): December 31, 2004

Signature	Name	Title	Date
	Perry Ashley	V.P. The Sperry and Hutchinson Co., Inc.	12/22/04
	Perry Ashley	V.P. xiNetix, Inc.	12/22/04

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08625

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter called "Agreement"), made the 1st day of November, 2004, by and between The Sperry and Hutchinson Company, Inc., a New Jersey corporation (hereinafter sometimes called "S&H" and sometimes called the "Surviving Corporation") and xiNETix, Inc., a Delaware corporation (hereinafter called "xiNETix"), (S&H and xiNETix being sometimes herein collectively called the "Constituent Corporations").

WHEREAS, S&H is authorized to issue 1,000 shares of \$1.00 par value Common Stock, all of which shares are presently issued and outstanding and owned by S&H Greenpoints, Inc.; and

WHEREAS, xiNETix is authorized to issue 1,000 shares of \$.01 par value Common Stock, all of which shares are presently issued and outstanding and owned by S&H Greenpoints, Inc.; and

WHEREAS, the Boards of Directors of S&H and xiNETix have declared it advisable and in the best interests of the respective corporations and their stockholders that xiNETix be merged with and into S&H on the terms and conditions hereinafter set forth in accordance with the laws of the States of New Jersey and Delaware.

NOW, THEREFORE, in consideration of the terms and agreements contained herein, it is agreed by and between S&H and xiNETix that xiNETix be merged into and with S&H and S&H and xiNETix agree upon and prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

Common Stock of S&H shall remain outstanding in accordance with its current terms.

b. Upon the effective date of the merger, each issued and outstanding share of the Common Stock of xiNETix shall be cancelled.

6. Certain Effects of Merger

a. On the effective date of the merger all of the rights, privileges, powers and franchises, of a public and private nature, of each of the Constituent Corporations shall be possessed by the Surviving Corporation, subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, as well as for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real or personal property, whether by deed or otherwise, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger herein provided for; provided that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the merger, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities, and duties have been incurred or

contracted by the Surviving Corporation.

b. If at any time further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm of record in the Surviving Corporation the title to any property or rights of either of the Constituent Corporations or otherwise to carry out the provisions of this Agreement, the proper officers and Directors of the respective Constituent Corporations as of the effective date of the merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, effect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions of this Agreement.

7. Service of Process upon Delaware Secretary of State

S&H agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of xiNETix, as well as for enforcement of any of its obligations arising from the merger, including any suit or proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law (as applicable), and irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such suit or proceeding, which process shall be mailed to S&H at the following address: c/o The Corporation Trust Company, 820 Bear Tavern Road, Trenton, New Jersey 08628.

8. Effectiveness of Merger

This Agreement shall be submitted to the stockholders of S&H in the manner provided by the laws of the State of New Jersey and to the stockholders of xiNETix in the manner provided by the laws of the State of Delaware. If this Agreement shall be adopted and approved

by the vote of the holders of the outstanding stock of S&H in the manner and to the extent required by law and the provisions of its Certificate of Incorporation, and by the vote of the holders of the outstanding stock of xiNETix in the manner and to the extent required by law and the provisions of its Certificate of Incorporation, then this Agreement, when executed, sealed, authorized, delivered, adopted, certified and acknowledged in the manner required by law or in lieu thereof a Certificate of Merger duly executed by the Surviving Corporation, shall be filed as provided by Section 14A:10-7 of the New Jersey Statutes and by Section 251 of the General Corporation Law of the State of Delaware. Following such filing, this Agreement shall become effective on midnight on December 31, 2004. Upon such effective date the separate existence of xiNETix shall cease and said corporation shall be merged into S&H in accordance with this Agreement.

9. Abandonment of Merger

a. Anything to the contrary notwithstanding, this Agreement may be terminated and the merger abandoned at any time prior to the effective date of the merger, whether before or after submission to or approval by the stockholders of either of the Constituent Corporations by the Board of Directors of any or all of the Constituent Corporations.

b. The expenses of this merger shall be borne by the Surviving Corporation.

10. Miscellaneous

a. Descriptive headings in this Agreement are for convenience only and shall not control or affect the meaning or constructions of any provisions of this Agreement.

b. This Agreement may be executed in any number of counterparts all of which shall

be considered one and the same Agreement and shall become effective when one or more counterparts have been signed by each of the parties hereto and delivered to the other parties hereto.

c. This Agreement shall be construed under and in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, S&H and xiNETix have caused this Agreement to be entered into and executed in accordance with the provisions of the Chapter 10 of Title 14A of the New Jersey Statutes and the General Corporation Law of the State of Delaware.

The Sperry and Hutchinson Company, Inc.

By: Perry Ashley
Perry Ashley, Vice-President

xiNETix, Inc.

By: Perry Ashley
Perry Ashley, Vice-President