

03-26-2008



103492199

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/15/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Robert E. Morris Company		09/15/2004	CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	MORRIS GROUP, INC.		
Street Address:	910 DAY HILL RD		
City:	WINDSOR		
State/Country:	CONNECTICUT		
Postal Code:	06095		
Entity Type:	CORPORATION: CONNECTICUT		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2551574	CALM	
CORRESPONDENCE DATA			
Fax Number:	(860)527-5029		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	8605279211		
Email:	alixyaleristas@gmail.com		
Correspondent Name:	NANCY KENNEDY		
Address Line 1:	750 MAIN ST		
Address Line 2:	ALIX, YALE & RISTAS, LLP		
Address Line 4:	HARTFORD, CONNECTICUT 06103		
ATTORNEY DOCKET NUMBER:	MORR/T01/36/US		
NAME OF SUBMITTER:	NANCY KENNEDY		
Signature:	/NANCY KENNEDY/		

Date:

03/19/2008

Total Attachments: 7

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source=Robert E. Morris Company to Morris Group Inc. articles of merger#page6.tif
source=Robert E. Morris Company to Morris Group Inc. articles of merger#page7.tif

RECEIPT INFORMATION

ETAS ID: TM110356
Receipt Date: 03/19/2008
Fee Amount: \$40

TRADEMARK ASSIGNMENT

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03/19/2008
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CORRESPONDENCE DATA

Fax Number: (860)527-5029
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 8605279211
 Email: alixyaleristas@gmail.com
 Correspondent Name: NANCY KENNEDY
 Address Line 1: 750 MAIN ST
 Address Line 2: ALIX, YALE & RISTAS, LLP
 Address Line 4: HARTFORD, CONNECTICUT 06103

ATTORNEY DOCKET NUMBER:	MORR/T01/36/US
NAME OF SUBMITTER:	NANCY KENNEDY
Signature:	/NANCY KENNEDY/

CH \$40.00 2551574

NANCY KENNEDY COMPANY:750 MAIN ST

Date:

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Total Attachments: 7

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TRADEMARK

REEL: 003750 FRAME: 0840

9/28/04
at
3:48pm

ARTICLES OF MERGER

MERGING

THE ROBERT E. MORRIS COMPANY
(a Corporation of the State of Maryland)

INTO

MORRIS GROUP, INC.
(a Corporation of the State of Connecticut)

FIRST: Morris Group, Inc., a corporation organized and existing under the laws of the State of Connecticut, and The Robert E. Morris Company, a corporation organized and existing under the laws of the State of Maryland, agree that said The Robert E. Morris Company, a Maryland corporation, shall be merged with and into said Morris Group, Inc., a Connecticut corporation, on and subject to the terms and conditions and the mode of carrying the same into effect set forth below in these Articles of Merger (the same being the "Merger" for purposes of these Articles of Merger).

SECOND: Morris Group, Inc., a corporation organized and existing under the laws of the State of Connecticut, shall survive the merger and shall continue under the name Morris Group, Inc.

THIRD: The parties to the Articles of Merger are Morris Group, Inc., a corporation organized on the 17th day of June, 2004 under the Business Corporation Act of the State of Connecticut, Sections 33-600 *et seq.* of the Connecticut General Statutes, as amended (the "Surviving Connecticut Corporation"), which corporation is not qualified or registered to do business in the State of Maryland, and The Robert E. Morris Company, a corporation organized and existing under the laws of the State of Maryland (the "Disappearing Maryland Corporation").

FOURTH: The total number of shares of stock of all classes which Surviving Connecticut Corporation has authority to issue is One Million One Thousand (1,001,000) shares, divided into One Thousand (1,000) shares of Class A common stock with a par value of One Cent (\$0.01) each and an aggregate par value of Ten and 00/100 Dollars (\$10.00), and One Million (1,000,000) shares of Class B common stock with a par value of One Cent (\$0.01) each and an aggregate par value of Ten Thousand and 00/100 Dollars (\$10,000.00). The aggregate par value of all shares having par value is Ten Thousand Ten and 00/100 Dollars (\$10,010.00).

The total number of shares of stock of all classes which Disappearing Maryland Corporation has authority to issue is One Million One Thousand (1,001,000) shares, divided into One Thousand (1,000) shares of Class A common stock with a par value of One Cent (\$0.01) each and an aggregate par value of Ten and 00/100 Dollars (\$10.00), and One Million (1,000,000) shares of Class B common stock with a par value of One Cent (\$0.01) each and an aggregate par value of Ten Thousand and 00/100 Dollars (\$10,000.00). The aggregate par value

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STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED 9/28/04 7
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: Jacqueline C. James Custodian
This stamp replaces our previous certification system. Effective: 6/95

of all shares having par value is Ten Thousand Ten and 00/100 Dollars (\$10,010.00).

FIFTH: The manner and basis of converting or exchanging issued stock of either of the merged corporations into different stock or other consideration, and the manner of dealing with any issued stock of either of the merged corporation not to be so converted or exchanged, shall be as follows, in each case as of the effectiveness of the Merger:

- (a) All of the stock of the Surviving Connecticut Corporation issued and outstanding immediately prior to the effectiveness of the Merger shall automatically, without need for further action of any individual or entity, be cancelled without consideration and returned to the status of authorized but neither issued nor outstanding stock;
- (b) Each share of Class A Common Stock of the Disappearing Maryland Corporation issued and outstanding immediately prior to the effectiveness of the Merger shall automatically, without need for further action of any individual or entity, be converted into one (1) share of the Class A Common Stock of the Surviving Connecticut Corporation.
- (c) Each share of Class B Common Stock of the Disappearing Maryland Corporation issued and outstanding immediately prior to the effectiveness of the Merger shall automatically, without need for further action of any individual or entity, be converted into one (1) share of the Class B Common Stock of the Surviving Connecticut Corporation.

SIXTH: The principal office of the Maryland Disappearing Corporation is located in the City of Baltimore.

Neither the Maryland Disappearing Corporation nor the Connecticut Surviving Corporation owns property in any County of the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

SEVENTH: The location of the principal office of the Surviving Connecticut Corporation in the State of Connecticut, the state of its incorporation, is 17 Talcott Notch Road, Farmington, Connecticut 06032, and the name and post office address of a resident agent of said surviving corporation in Maryland is: ~~THE~~ Corporation Trust Incorporated; 300 East Lombard Street; Baltimore, Maryland 21202.

EIGHTH: The terms and conditions of the Merger as set forth in these Articles of Merger were advised, authorized and approved by the Disappearing Maryland Corporation in the manner and by the vote required by its charter and the laws of Maryland. The Merger was (a) duly advised by the Board of Directors of the Maryland Disappearing Corporation by the adoption on September 14, 2004 of a resolution declaring that the Merger was advisable substantially upon the terms and conditions set forth in these Articles of Merger, and directing that the proposed merger be submitted for action thereon by the stockholders of the Disappearing Maryland Corporation entitled to vote thereon, and (b) duly and unanimously approved by the stockholders of the Disappearing Maryland Corporation entitled to vote thereon on September 15, 2004.

NINTH: The terms and conditions of the Merger as set forth in these Articles of Merger were advised, authorized and approved by the Surviving Connecticut Corporation in the manner and by the vote required by its charter and the laws of Connecticut. The Merger was (a) duly approved and recommended by the Board of Directors of the Connecticut Surviving Corporation by the adoption on September 14, 2004 of a resolution declaring that the Merger was approved and recommended substantially upon the terms and conditions set forth in these Articles of Merger, and (b) duly and unanimously approved by the shareholders of the Surviving Connecticut Corporation entitled to vote thereon on September 14, 2004.

TENTH: The following other provisions are deemed by the merging corporations necessary to effect the merger:

- (a) Charter and By-Laws. The Certificate of Incorporation and By-Laws of the Surviving Connecticut Corporation in effect immediately prior to the effectiveness of the Merger shall be the charter and By-Laws of the Surviving Connecticut Corporation immediately following the effectiveness of the Merger.
- (b) Directors and Officers. The directors and officers of the Surviving Connecticut Corporation in office immediately prior to the effectiveness of the Merger shall continue to be the directors and officers of the Surviving Connecticut Corporation following the effectiveness of the Merger, until removed or replaced in accordance with the Surviving Connecticut Corporation's charter and By-Laws.
- (c) Effectiveness of Merger. The Merger shall be effective on the later to occur of (i) the time at which the Maryland State Department of Assessments and Taxation accepts these Articles of Merger for record, or (ii) the time specified by the law of the State of Connecticut, the jurisdiction of incorporation of the Surviving Connecticut Corporation.
- (d) Purpose and Intent. The Merger is being effected in order to "re-incorporate" the Disappearing Maryland Corporation in the State of Connecticut, by merging it with and into the Surviving Connecticut Corporation. The Surviving Connecticut Corporation was formed specifically for this purpose, and has had no business operations to date pending the occurrence of the Merger. It is the intent of both of the merging corporations that the Merger qualify as a tax free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and under the law of any other applicable jurisdiction.

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SIGNATURE PAGE FOLLOWS]


IN WITNESS WHEREOF, The Robert E. Morris Company has caused these Articles of Merger to be signed in its corporate name and on its behalf by its Chairman and witnessed or attested by its Secretary, as of the fifteenth (15th) day of September, 2004, and Morris Group, Inc. has caused these Articles of Merger to be signed in its corporate name and on its behalf by its Presidents and witnessed or attested by its Secretary, as of the fifteenth (15th) day of September, 2004.

Attest: (Witness)




John B. Bowen, Secretary

THE ROBERT E. MORRIS COMPANY

By 

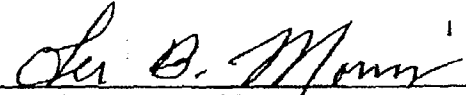
Lee B. Morris, Chairman

Attest: (Witness)



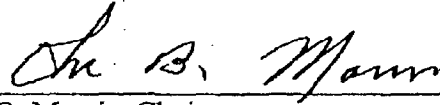
John B. Bowen, Secretary

MORRIS GROUP, INC.

By 

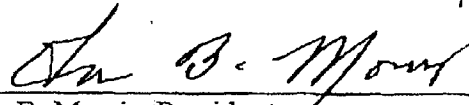
Lee B. Morris, President

THE UNDERSIGNED, Chairman of The Robert E. Morris Company, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Lee B. Morris, Chairman

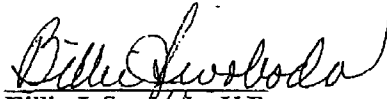
THE UNDERSIGNED, President of Morris Group, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his/her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Lee B. Morris, President

300 East Lombard Street
Baltimore, MD 21202
Tel. 410-539-2837
Fax 410-332-1178

I hereby consent to act as resident agent in Maryland for the entity
named in the attached document.



Billie J. Swoboda, V.P.
The Corporation Trust Incorporated

A CCH LEGAL INFORMATION SERVICES COMPANY