

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/26/1994		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
H.J. Baker & Bro., Inc.		08/26/1994	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
Name:	H.J. Baker & Bro., Inc.		
Street Address:	228 Saugatuck Avenue		
City:	Westport		
State/Country:	CONNECTICUT		
Postal Code:	06880-6425		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Registration Number:	1733455	H.J. BAKER & BRO., INC.	
Registration Number:	1743424	PRO LAK	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(703)836-2787		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	703-836-6400		
Email:	email@oliff.com		
Correspondent Name:	Oliff & Berridge, PLC		
Address Line 1:	P O. Box 320850		
Address Line 4:	Alexandria, VIRGINIA 22320-4850		
ATTORNEY DOCKET NUMBER:	011745.01		
NAME OF SUBMITTER:	William P. Berridge		
Signature:	/William P. Berridge/		

CH \$65.00 1733455

**900200854**

**TRADEMARK**  
**REEL: 004613 FRAME: 0058**

Date:

08/29/2011

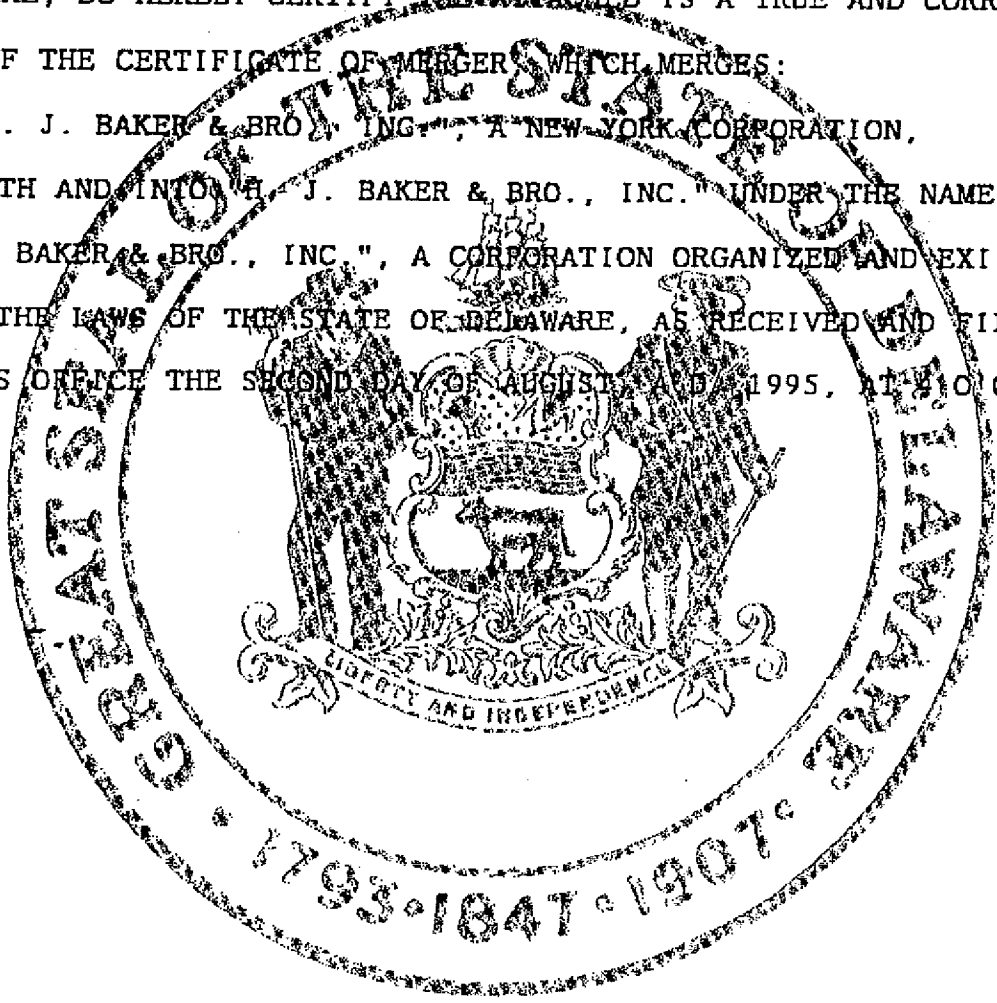
**Total Attachments: 21**

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State of Delaware  
Office of the Secretary of State PAGE 1

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 MERGER WHICH MERGES:

"H. J. BAKER & BRO., INC.", A NEW YORK CORPORATION,  
WITH AND INTO "H. J. BAKER & BRO., INC." UNDER THE NAME OF  
"H. J. BAKER & BRO., INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE SECOND DAY OF AUGUST 1995, AT 4:10 CLOCK  
P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2429794 8100M

DATE: 7827394

960043087

TRADEMARK  
02-14-96  
REEL: 004613 FRAME: 0060

CERTIFICATE OF MERGER

-of-

H. J. Baker &amp; Bro., Inc.

(a New York corporation)

-with and into-

H. J. Baker &amp; Bro., Inc.

(a Delaware corporation)

Under Section 252 of the General Corporation Law  
of the State of Delaware

It is hereby certified that:

1. The constituent business corporations  
participating in the merger herein certified are:

(a) H. J. Baker & Bro., Inc., which is  
incorporated under the laws of the State of Delaware (hereinafter  
called "Baker Delaware"); and

(b) H. J. Baker & Bro., Inc., which is  
incorporated under the laws of the State of New York (hereinafter  
called "Baker New York").

2. An Agreement of Merger has been approved, adopted,  
certified, executed and acknowledged by each of the aforesaid  
constituent corporations in accordance with the provisions of  
subsection (c) of Section 252 of the General Corporation Law of  
the State of Delaware, to wit, by Baker Delaware in the same  
manner as is provided in Section 251 of the General Corporation  
Law of the State of Delaware and by Baker New York in accordance  
with the laws of the State of its incorporation.

3. The name of the surviving corporation in the  
merger herein certified is H. J. Baker & Bro., Inc., incorporated  
under the laws of the State of Delaware (i.e., Baker Delaware),  
which will continue its existence as said surviving corporation  
under its present name upon the effective date of said merger  
pursuant to the provisions of the General Corporation Law of the  
State of Delaware.

4. The Certificate of Incorporation of Baker  
Delaware, as now in force in effect, shall continue to be the  
Certificate of Incorporation of said surviving corporation until

amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

H. J. Baker & Bro., Inc.  
595 Summer Street  
Stamford, Connecticut 06901

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. With respect to Baker New York, the authorized capital stock of such corporation before the merger certified herein was 6,545 shares, all of which are one class and are Common Stock, and all of which are entitled to vote, with a par value of \$1.00.

Signed and attested to on August 26, 1994.

H. J. BAKER & BRO., INC., a  
New York corporation

By: [Signature]  
J. Morse Smith, Chairman  
of the Board

Attest:

By: Mary E. Deegan  
Mary E. Deegan, Secretary

H. J. BAKER & BRO., INC., a  
Delaware corporation

By: [Signature]  
J. Morse Smith, Chairman  
of the Board

Attest:

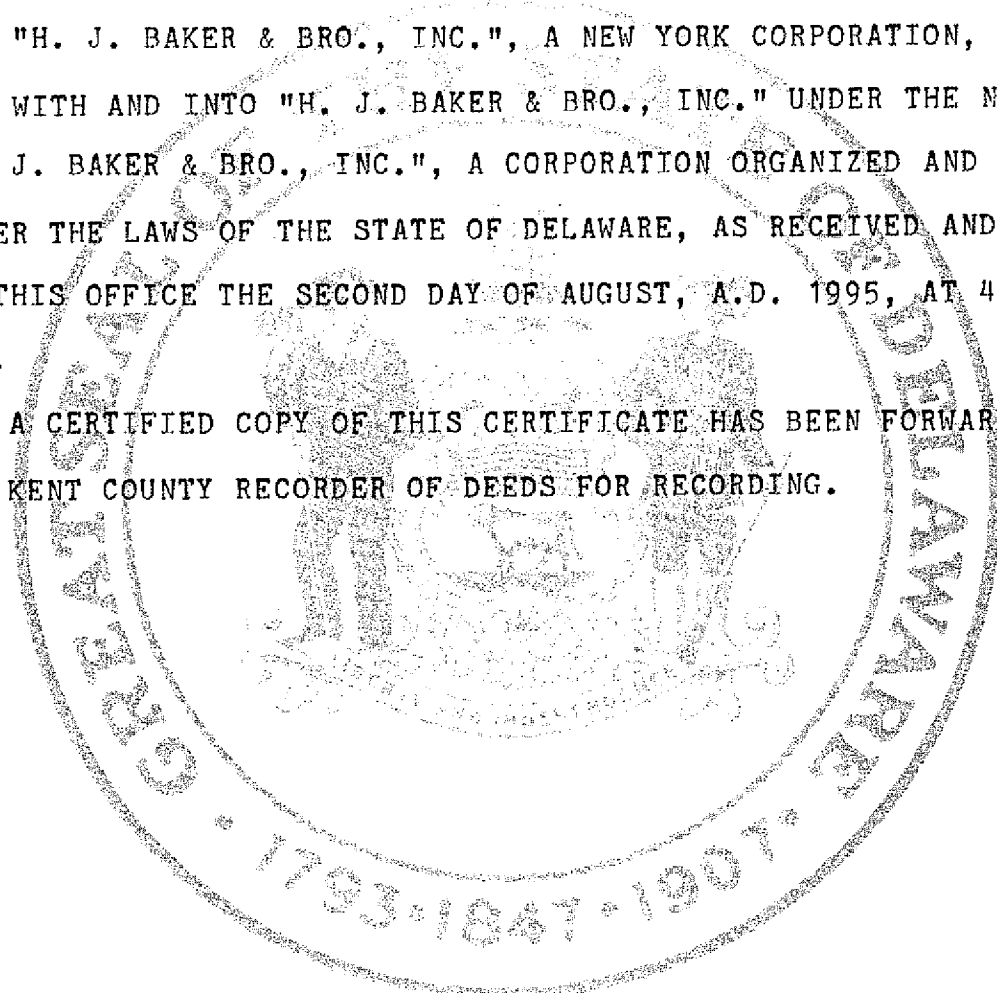
By: Mary E. Deegan  
Mary E. Deegan, Secretary

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"H. J. BAKER & BRO., INC.", A NEW YORK CORPORATION, WITH AND INTO "H. J. BAKER & BRO., INC." UNDER THE NAME OF "H. J. BAKER & BRO., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF AUGUST, A.D. 1995, AT 4 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2429794 8100M

AUTHENTICATION: 7598468

950174582

DATE: 08-07-95

TRADEMARK

REEL: 004613 FRAME: 0063

CERTIFICATE OF MERGER

-of-

H. J. Baker & Bro., Inc.

(a New York corporation)

-with and into-

H. J. Baker & Bro., Inc.

(a Delaware corporation)

Under Section 252 of the General Corporation Law  
of the State of Delaware

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(a) H. J. Baker & Bro., Inc., which is incorporated under the laws of the State of Delaware (hereinafter called "Baker Delaware"); and

(b) H. J. Baker & Bro., Inc., which is incorporated under the laws of the State of New York (hereinafter called "Baker New York").

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Baker Delaware in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by Baker New York in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is H. J. Baker & Bro., Inc., incorporated under the laws of the State of Delaware (i.e., Baker Delaware), which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Baker Delaware, as now in force in effect, shall continue to be the Certificate of Incorporation of said surviving corporation until

amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

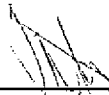
H. J. Baker & Bro., Inc.  
595 Summer Street  
Stamford, Connecticut 06901

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. With respect to Baker New York, the authorized capital stock of such corporation before the merger certified herein was 6,545 shares, all of which are one class and are Common Stock, and all of which are entitled to vote, with a par value of \$1.00.

Signed and attested to on August 26, 1994.

H. J. BAKER & BRO., INC., a  
New York corporation

By:   
J. Morse Smith, Chairman  
of the Board

Attest:

By: Mary E. Deegan  
Mary E. Deegan, Secretary

H. J. BAKER & BRO., INC., a  
Delaware corporation

By:   
J. Morse Smith, Chairman  
of the Board

Attest:

By: Mary E. Deegan  
Mary E. Deegan, Secretary



*State of New York* }  
*Department of State* } ss:

*I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

AUG - 2 1995



*Alexander F. Drexler*  
Secretary of State

DOS-200 (Rev. 1/95)

F 950802000574

CERTIFICATE OF MERGER

-of-

H. J. Baker & Bro., Inc.  
(a New York corporation)

-into-

H. J. Baker & Bro., Inc.  
(a Delaware corporation)

(Under Section 907 of the Business Corporation Law  
of the State of New York)

It is hereby certified, upon behalf of each of the  
constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent  
corporations has duly adopted a plan of merger setting forth the  
terms and conditions of the merger of said corporations.

SECOND: The name of the foreign constituent corporation,  
which is to be the surviving corporation, and which is hereinafter  
sometimes referred to as the "surviving constituent corporation," is  
H. J. Baker & Bro., Inc. The jurisdiction of its incorporation is  
Delaware; and the date of its incorporation therein is August 25th,  
1994. No application for authority for the surviving constituent  
corporation to transact business as a foreign corporation has been  
filed by the Department of State of the State of New York and the  
surviving constituent corporation will not do business in the State  
of New York until such application for authority has been filed.

THIRD: The name of the domestic constituent corporation,  
which is being merged into the surviving constituent corporation, and  
which is hereinafter sometimes referred to as the "merged constituent  
corporation," is H. J. Baker & Bro., Inc. The date upon which its  
original certificate of incorporation was filed by the Department of  
State is October 26, 1959.

FOURTH: With respect to the surviving constituent  
corporation, the designation and number of authorized shares is 6,545  
shares, \$1.00 par value, all of which are one class and are Common  
Stock, and all of which are entitled to vote.

With respect to the merged constituent corporation, the  
designation and number of authorized shares is 10,154 shares, 6,545  
shares of which are Common Stock of \$1.00 par value per share and are  
entitled to vote, and 3,609 shares of which are Preferred Stock of  
\$100.00 par value per share and are not entitled to vote.

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FIFTH: Each issued and outstanding share of Common Stock of the terminating corporation shall, upon the effective time of the merger, without any action on the part of the holder thereof, be converted into one share of Common Stock of the surviving corporation. The issued and outstanding shares of the surviving corporation shall not be converted in any manner, but each said share, if any, which is issued and outstanding as of the effective time of the merger shall be cancelled and extinguished without any further action on the part of the holder thereof.

SIXTH: The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of the holders of two-thirds of the outstanding shares of the corporation entitled to vote on the plan of merger, in accordance with Section 903(a) of the New York Business Corporation Law.

SEVENTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

EIGHTH: The surviving constituent corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation for which the merged constituent corporation was previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the merged constituent corporation to receive payment for their shares against the surviving constituent corporation.

NINTH: The surviving constituent corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the merged constituent corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

TENTH: The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address within the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him or her is:

Howard N. Lefkowitz, Esq.  
c/o Proskauer Rose Goetz & Mendelsohn  
1585 Broadway  
New York, New York 10036

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ELEVENTH: The designation and number of outstanding shares of each class of each corporation to be merged is as follows: the merged constituent corporation has three thousand nine hundred ninety-four (3,994) shares of common stock outstanding of the merged constituent corporation's common stock and the surviving constituent corporation has one (1) share outstanding of the surviving constituent corporation's common stock. None of such shares are owned by the surviving corporation.

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\*\* TOTAL PAGE.022 \*\*

TRADEMARK  
REEL: 004613 FRAME: 0069

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

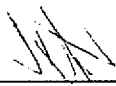
Date: August 26, 1994

H. J. BAKER & BRO., INC.  
a New York corporation

By:   
J. Morse Smith, Chairman  
of the Board

By: Mary E. Deegan  
Mary E. Deegan, Secretary

H. J. BAKER & BRO., INC.  
a Delaware corporation

By:   
J. Morse Smith,  
Chairman of the Board

By: Mary E. Deegan  
Mary E. Deegan, Secretary

5

F950802000574

PH-32

FILED

Aug 2 4 35 PM '95  
Aug 21 8 55 AM '95  
Aug 1 10 12 AM '95

CERTIFICATE OF MERGER

OF

H. J. BAKER & BRO., INC.  
(a New York corporation)

into:

H. J. BAKER & BRO., INC.  
(a Delaware corporation)

under Section 907 of the Business Corporation law

RECEIVED

Aug 1 10 09 AM '95

JW

RECEIVED

Aug 7 9 12 AM '95

Proskauer Rose Goetz Mendelson  
1585 Broadway  
New York, New York 10036-8299

1-CC

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED AUG 02 1995

TAX \$ 0

BY: JW

RECEIVED

Aug 1 8 30 AM '95

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BILLED

950802000622

\_\_\_\_\_  
Name of Corporation

**CORPORATE DETAILS**

Date of Incorporation \_\_\_\_\_

State of Incorporation \_\_\_\_\_

Place of Business \_\_\_\_\_

Directors \_\_\_\_\_

Officers

President \_\_\_\_\_

Vice President \_\_\_\_\_

Secretary \_\_\_\_\_

Treasurer \_\_\_\_\_

Bank Accounts \_\_\_\_\_

Signatures \_\_\_\_\_

Fiscal Year \_\_\_\_\_

Annual Meeting Date \_\_\_\_\_

**Shareholders:**

**Number of Shares**

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Accountant \_\_\_\_\_

**LOCATION OF CORPORATE OUTFIT**

Office

To Client

Date

Minute Book

\_\_\_\_\_

Certificate Book

\_\_\_\_\_

Ledger

\_\_\_\_\_

Corporate Seal

\_\_\_\_\_

(Affix Seal)

Plan and Agreement of Merger

of

H. J. Baker & Bro., Inc.  
(a New York corporation)

with and into

H. J. Baker & Bro., Inc.  
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER adopted on August 26, 1994 by H. J. Baker & Bro., Inc., a business corporation of the State of New York, and by its Board of Directors on said date, and adopted on August 26, 1994 by H. J. Baker & Bro., Inc., a business corporation incorporated under the laws of the State of Delaware, and by its Board of Directors on said date.

1. The participating corporations, shall, pursuant to the provisions of the Business Corporation Law of the State of New York, and the provisions of the law of the State of New Delaware, be merged with and into a single corporation, to wit, H. J. Baker & Bro., Inc., a Delaware business corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the laws of the jurisdiction of its incorporation. The separate existence of H. J. Baker & Bro., Inc., a New York business corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.

2. With respect to the surviving constituent corporation, the designation and number of outstanding shares is 3,994 shares, all of which are one class and are Common Stock, and all of which are entitled to vote.

With respect to the merged constituent corporation, the designation and number of outstanding shares is 3,994 shares, all of which are one class and are Common Stock, and all of which are entitled to vote.

3. The certificate of incorporation of the surviving corporation upon the effective date of the merger will be the certificate of incorporation of said surviving corporation and



will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

4. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

5. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. Each issued and outstanding share of Common Stock of the terminating corporation shall, upon the effective date of the merger, without any action on the part of the holder thereof, be converted into one (1) share of Common Stock of the surviving corporation. The issued and outstanding shares of the surviving corporation shall not be converted in any manner, but each said share, if any, which is issued and outstanding as of the effective time of the merger shall be cancelled and extinguished without any further action on the part of the holder thereof.

7. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the terminating corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the surviving corporation.

8. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of incorporation of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or

recorded any documents or documents prescribed by the laws of the State of New York and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. This Plan and Agreement constitutes a plan of reorganization pursuant to Section 368(a)(1)(F) of the Internal Revenue Code.

ACTION BY UNANIMOUS WRITTEN CONSENT

OF THE

BOARD OF DIRECTORS

OF

H. J. BAKER & BRO., INC. (a New York corporation)

THE UNDERSIGNED, being all of the directors of H. J. Baker & Bro., Inc., a New York corporation ("Baker New York"), do hereby consent to and adopt the following resolutions pursuant to Section 708(b) of the New York Business Corporation Law and in lieu of a meeting of the Board of Directors of the Corporation:

WHEREAS, the Board of Directors of Baker New York has reviewed a copy of a proposed Certificate of Merger and Plan of Merger under and in conformance with the New York Business Corporation Law (the "Certificate" and the "Plan", respectively) and a proposed Certificate of Merger under and in conformance with the Delaware General Corporation Law (the "COM"), between Baker New York and H. J. Baker & Bro., Inc., a Delaware corporation ("Baker Delaware"), each of which is dated August 7, 1994; and

WHEREAS, each of the Certificate, the Plan and the COM provide for the merger of Baker New York with and into Baker Delaware; and

WHEREAS, it is deemed in the best interests and to the advantage of Baker New York and its stockholders that this Board of Directors approve the execution and delivery on behalf of Baker New York of the Certificate, the Plan and the COM.

NOW, THEREFORE, BE IT RESOLVED, that, subject to the approval of the shareholders of Baker New York, Baker New York be reincorporated in the State of Delaware by merging itself into Baker Delaware pursuant to the laws of the State of New York and the State of Delaware as hereinafter provided, so that the separate existence of Baker New York shall cease as soon as the merger shall become effective, and thereupon Baker New York and Baker Delaware will become a single corporation, Baker Delaware, which shall continue to exist under, and be governed by, the laws of the State of Delaware; and

RESOLVED, that the terms and conditions of the proposed merger are as follows:

(a) Each share of Common Stock, \$1.00 par value, of Baker New York ("Baker New York Common Stock") which shall be issued and outstanding immediately prior to the effective time of the merger shall, without any action on the part of the holder thereof, be converted at the effective time of the merger into one (1) issued and outstanding share of Common Stock, \$1.00 par value, of Baker Delaware ("Baker Delaware Common Stock"), and from and after the effective time of the merger, the holders of all of said issued and outstanding shares of Baker New York Common Stock shall automatically be and become holders of Baker Delaware Common Stock upon the basis above specified, whether or not certificates representing said shares are then issued and delivered. All of the 1,711 shares of treasury stock of Baker New York existing immediately prior to the effective time of the merger shall, from and after the effective time of the merger, be cancelled and no longer exist.

(b) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing Baker New York Common Stock may surrender the same to Baker Delaware at its office in Stamford, Connecticut and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing the appropriate number of shares of Baker Delaware Common Stock, as calculated in accordance with the terms set forth in the preceding paragraph (a). Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of Baker New York Common Stock shall be deemed for all corporate purposes to evidence ownership of the aforesaid appropriate number of shares of Baker Delaware Common Stock.

(c) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of Baker Delaware shall be the Certificate of Incorporation and the By-Laws of Baker

Delaware as in effect immediately prior to such effective time.

(d) From and after the effective time of the merger, the members of the Board of Directors and officers of Baker Delaware shall be the members of the Board of Directors and the corresponding officers of Baker Delaware immediately before the effective time of the merger; and

RESOLVED, that the Certificate, the Plan and the COM, forms of which are attached hereto as Exhibits 1, 2 and 3, respectively, shall be submitted to the shareholders of Baker New York entitled to vote thereon for their approval; and

RESOLVED, that, subject to the approval of the shareholders of Baker New York, the proper officers of Baker New York are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of these resolutions.

IN WITNESS WHEREOF, the undersigned have duly executed this Written Consent as of August 26, 1994.

\_\_\_\_\_  
J. Morse Smith, Director

*W. K. Adams*  
\_\_\_\_\_  
Wayne K. Adams, Director

*Arthur W. Milam*  
\_\_\_\_\_  
Arthur W. Milam, Director

*Christopher V. B. Smith*  
\_\_\_\_\_  
Christopher V.B. Smith,  
Director

*David M. Smith*  
\_\_\_\_\_  
David M. Smith, Director

*Matthew M. Smith*  
\_\_\_\_\_  
Matthew M. Smith,  
Director

*Patrick F. Porzio*  
\_\_\_\_\_  
Patrick F. Porzio,  
Director

*Joseph W. Reisack*  
\_\_\_\_\_  
Joseph W. Reisack,  
Director

ACTION BY UNANIMOUS WRITTEN CONSENT

OF THE

SHAREHOLDERS

OF

H. J. BAKER & BRO., INC. (a New York corporation)

THE UNDERSIGNED, being all of the shareholders entitled to vote of H. J. Baker & Bro., Inc., a New York corporation ("Baker New York"), hereby consent to and adopt the following resolutions pursuant to Section 615 of the New York Business Corporation Law and in lieu of a meeting of the shareholders:

WHEREAS the Board of Directors of Baker New York has reviewed a proposed Certificate of Merger and Plan of Merger under and in conformance with the New York Business Corporation Law (the "Certificate" and the "Plan", respectively), and a proposed Certificate of Merger under and in conformance with the General Corporation Law of the State of Delaware (the "COM"), between Baker New York and H. J. Baker & Bro., Inc., a Delaware corporation, ("Baker Delaware"), each of which is dated August 26, 1994; and

WHEREAS each of the Certificate, the Plan and the COM provide for the merger of Baker New York with and into Baker Delaware; and

WHEREAS the Board of Directors deemed the approval of the Certificate, the Plan and the COM to be in the best interests and to the advantage of Baker New York and its shareholders and has duly approved and adopted the Certificate, the Plan, and the COM.

NOW, THEREFORE, BE IT RESOLVED, that the Certificate, the Plan, and the COM, previously approved and adopted by the Board of Directors of Baker New York in the forms attached hereto as Exhibits 1, 2 and 3, respectively, be, and hereby are, in all respects authorized and approved.

IN WITNESS WHEREOF, the undersigned have duly executed  
this Written Consent as of August 26, 1994.

\_\_\_\_\_  
J. MORSE SMITH

\_\_\_\_\_  
ESTATE OF NANCY SMITH  
By: J. Morse Smith,  
Executor

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CHRISTOPHER V. B. SMITH

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DAVID M. SMITH

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MATTHEW M. SMITH