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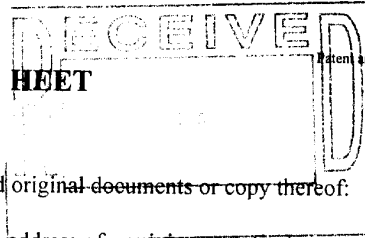
Form PTO 1594  
Commerce

06-26-1998

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U.S. Dept. of  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):  
American Transtech Inc.

- Individual(s)
- Association
- General Partnership
- Corporation State of Delaware
- Limited Partnership
- Other

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date:

2. Name and address of receiving party(ies):

Name: MATRIXX Marketing Inc.  
Internal Address:  
Street Address: 201 East Fourth Street  
City: Cincinnati State: Ohio Zip: 45202

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Ohio
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designation must be a separate document from Assignment)

Additional name(s) and address(es) attached:  
 Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No(s).

B. Trademark Registration No(s):

1,745,302  
1,746,562

Additional numbers attached:

Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Standley & Gilcrest  
495 Metro Place South, Suite 210  
Dublin, Ohio 43017

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$65.00

- Enclosed
- Authorized to be charged to Deposit Account

8. Deposit Account Number:

(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jeffrey S. Standley

Signature

6/11/98

Date

Total number of pages including cover sheet, attachments, and documents: 4

Mail documents to be recorded with required cover sheet information to:

06/25/1998 TTDN11 00000179 1745302

01 FC:481

40.00 DP

02 FC:482

25.00 DP

Commissioner of Patents and Trademarks  
Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 1745 FRAME: 0176

State of Delaware  
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 OWNERSHIP, WHICH MERGES:

"AMERICAN TRANSTECH INC.", A DELAWARE CORPORATION, WITH AND INTO "MATRIXX MARKETING INC." UNDER THE NAME OF "MATRIXX MARKETING INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 1998, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF MARCH, A.D. 1998.

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:

2877675 8100M

DATE: 9000684

981121232

TRADEMARK 03-30-98

REEL: 1745 FRAME: 0177

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**AMERICAN TRANSTECH INC.**

**INTO**

**MATRIX MARKETING INC.**

**MATRIX Marketing Inc. ("MATRIX"), a corporation organized and existing under the laws of Ohio, does hereby certify:**

**FIRST: That this corporation was incorporated on the 14<sup>th</sup> day of October 1988, pursuant to the General Corporation Law of the State of Ohio, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.**

**SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of American Transtech Inc. ("American Transtech"), a corporation incorporated on the 14<sup>th</sup> day of April, 1983, pursuant to the General Corporation Law of the State of Delaware.**

**THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted, by the unanimous written consent of its members, filed with the minutes of the Board on the 25<sup>th</sup> day of March, 1998, determined to and did merge into itself said American Transtech.**

**RESOLVED, that MATRIX merge, and it hereby does merge into itself said American Transtech and assumes all its obligations; and**

**FURTHER RESOLVED, that the merger shall be effective on March 31, 1998.**

**FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said American Transtech and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and**

**FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of American Transtech 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 Title 8 of the Delaware Code, 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 201 East Fourth Street, Cincinnati, Ohio 45202, Attention: General Counsel, until the surviving**

**TRADEMARK**

**REEL: 1745 FRAME: 0178**

corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to **MATRIX** at the above address.

IN WITNESS WHEREOF, said **MATRIX** Marketing Inc. has caused this Certificate to be signed by David F. Dougherty, its President, this 25th day of March, 1998.

**MATRIX** MARKETING INC.

By

  
David F. Dougherty, President

5132K3.01