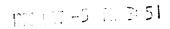
FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 10-14-1998



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Resubmission (Non-Recordation) Document ID # Security Agreement Nunc Pro Tunc Assignment Effective Date			
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Correction of PTO Error Reel # Frame # 03 27 1998			
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Conveying Party Mark if additional names of conveying parties attached Execution Date Month Day Year			
Name B.E. ACQUISITION CORP. 03 27 1998			
Formerly			
i officially			
Individual General Partnership Limited Partnership X Corporation Association			
^E Other			
X Citizenship/State of Incorporation/Organization New York			
Receiving Party Mark if additional names of receiving parties attached			
Mark il additional maries of receiving parties attached			
Name BREATHE EASY, INC.			
DD4/4VASVA			
DBA/AKA/TA			
Composed of			
10500 W. A. L. A. Glaveri			
Address (line 1) 10560 Newkirk Street			
Address (line 2) Suite 408			
Address (line 3) Dallas Texas 75220			
Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is			
not domiciled in the United States, an			
Corporation Association appointment of a domestic representative should be attached.			
Other (Designation must be a separate			
aocument from Assignment.)			
X Citizenship/State of Incorporation/Organization Delaware			
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Name	Jack M. Platt, Esq.		
Address (line 1)	One Rockefeller Plaza		
Address (line 2)	Suite 210		
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Enter either the Tr	pplication Number(s) or Registration Number(s) Mark if Pademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers) Registration Number(s) 1953831 1969186 2021581	umber(s)	
Number of Properties Enter the total number of properties involved. # 4			
Fee Amount	Fee Amount for Properties Listed (37 CFR 3.41): \$ 115	,	
Method of Payment: Enclosed X Deposit Account Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #			
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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. Charges to deposit account are authorized, as indicated herein. Jack M. Platt, Attorney for Merged Corporation			
	Person Signing Signature	Date Signed	
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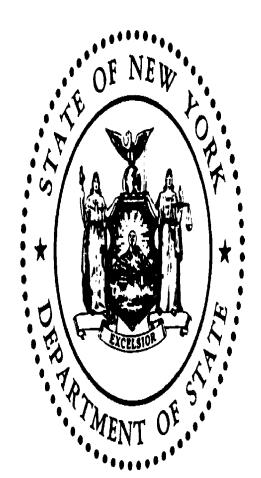
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State of New York Department of State

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

ISEP 22 1998



Special Deputy Secretary of State

DOS-1266 (5/96)

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OF MERGER
OF
B.E. ACQUISITION CORP.
INTO .
BREATHE EASY, INC.

UNI-37

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

The undersigned, DAVID A. SMITH and PATRICK HYLAND. being, respectively, the President and the Vice President of B.E. ACQUISITION CORP., a corporation duly organized and existing under and by virtue of the laws of the State of New York, and DAVID A. SMITH and PATRICK HYLAND, being, respectively, the President and Vice President of BREATHE EASY, INC., a foreign corporation duly organized and existing under and by virtue of the laws of the State of Delaware, do hereby certify and set forth as follows:

FIRST:

The name of each constituent corporation (and the name under which it was formed) is as follows:

B.E. Acquisition Corp. Breathe Easy, Inc.

SECOND:

The name of the surviving corporation is Breathe Easy, Inc., a corporation of the State of Delaware.

THIRD:

The designation, number and voting rights of the outstanding shares of each class and series of each constituent corporation is as follows:

B.E. ACQUISITION CORP.

CLAS8

NUMBER ISSUED

Common Stock, \$.01

1,000 (voting)

par value per share

Preferred Stock, \$.01

1,600 (non-voting)

par value per share

KIND OF SOME WANTED

BREATHE EASY, INC.

CLASS

NUMBER ISSUED

Common Stock, \$.01

1,000 (voting)

par value per share

Preferred Stock, \$.01

1,600 (non-voting)

par value per share

FOURTH:

The Certificate of Incorporation of B.E. Acquisition Corp. was filed

by the Department of State on February 4, 1998.

FIFTH:

The jurisdiction of incorporation of Breathe Easy, Inc. is the State of

Delaware, and the date of its incorporation is March 13, 1998.

SIXTH:

An application of authority for Breathe Easy, Inc. to do business in

the State of New York has not been fifed, and said corporation shall

not do business in the State of New York until such application has

been filed by the Department of State.

SEVENTH:

The merger was authorized by (i) the written consent of all of the

directors of B.E. Acquisition Corp., (ii) the written consent of all of the shareholders of B.E. Acquisition Corp. (in accordance with the provisions of Section 903(a) of the Business Corporation Law), (iii) the written consent of all of the directors of Breathe Easy, Inc.; and

(iv) the written consent of all of the shareholders of Breathe Easy,

Inc.

corporation.

EIGHTH:

The surviving corporation hereby agrees that it may be served with process in this state in any caction or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in this state, which is a constituent corporation in such merger, and for the enforcement of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving

J-

NINTH:

The surviving corporation hereby agrees that, subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the affareholders of the constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of Article 9 of the Business Corporation Law relating to the right of shareholders to receive payment for their shares.

TENTH:

The surviving corporation hereby designates the Secretary of State of the State of New York as the agent of the corporation upon whom process against it may be served in the manner set forth in Section 306 of the Business Corporation Law in any action or special proceeding. The post-office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is 10560 Newkirk Street, Suite 408, Dallas, Texas 75220.

ELEVENTH:

The merger is permitted by the laws of the State of Delaware, the jurisdiction of the constituent foreign corporation, and is in compliance therewith.

TWELFTH:

All fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by each constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by each constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will within 30 days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent domestic corporation.

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IN WITNESS WHEREOF, the undersigned hereby affirm that the statements made befrein are true under the penalties of perjury, this 22 day of March 1998.

B.E. ACQUISITION CORP.

David A. Smith, President

Betrick Hultur Von President

BREATHE EASY, INC.

David A. Smith, President

Patrick Hyland Wice Presiden

Q80417000644

CERTIFICATE OF MERGER

OF

B.E. ACQUISITION CORP.: INTO

BREATHE EASY, INC.

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

UN1-37

CC STATE OF HEW YORK DEPARTMENT OF STATE

D FILE APR 17.1998

Office of Jack Platt, Esq.
One Rockefeller Plaza
New York, New York 10020

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RECORDED: 10/05/1998

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