

MRD 10-12-98

10-16-1998

FORM PTO-1594

RECOR



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

1-31-92

To the Honorable Commissioner of Patents and Tr

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ginal documents or copy thereof.

1. Name of conveying party(ies):
 North Coast Logic, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: Ohio
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Integrated North Coast Group, Inc.
 Street Address: 4100 Holiday Street, Suite 200
 City: Canton State: OH Zip Code: 44718

Individual(s) citizenship: _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - New York
 Other: _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: September 1, 1998

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

(Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

2,028,311

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

Name: Todd Braverman, Esq.
 Internal Address: NEC America, Inc.
 Street Address: 8 Corporate Center Drive
 City: Melville State: NY Zip: 11747

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Todd Braverman, Esq.
 Name of Person Signing

Todd Braverman
 Signature

10/12/98
 Date

Total number of pages comprising cover sheet: 4

Do not detach this portion

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

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

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10/15/1998 TTOM11 0000029 2028311

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TRADEMARK
REEL: 1799 FRAME: 0398

CERTIFICATE OF MERGER
OF
NORTH COAST LOGIC, INC.
INTO
INTEGRATED NORTH COAST GROUP, INC.

Pursuant to Section 905 of the
New York Business Corporation Law

Receipt for filing may be sent to:
Karen L. DeMeo, Esq.
NEC America, Inc.
8 Corporate Center Drive
Melville, New York 11747-3112

CERTIFICATE OF MERGER
OF
NORTH COAST LOGIC, INC.
INTO
INTEGRATED NORTH COAST GROUP, INC.

Pursuant to Section 905 of the
New York Business Corporation Law

1. The names of the constituent corporations are Integrated North Coast Group, Inc., a New York corporation ("Parent") and North Coast Logic, Inc., an Ohio corporation ("Subsidiary"). The Parent shall be the surviving corporation.
2. There are currently one-thousand-six-hundred-eighty (1680.00) shares of the Parent's common stock issued and outstanding. There are currently one-hundred and 000/1000 (100.000) shares of the Subsidiary's common stock issued and outstanding. The Subsidiary's common stock is wholly owned by the Parent.
3. The effective date of the merger of NCL into INCG shall be September 1, 1998.
4. The certificate of incorporation of INCG was filed by the New York Department of State on May 12, 1993. The Subsidiary was incorporated in the State of Ohio on December 18, 1989. It has never filed an application for authority to do business in the State of New York nor has it ever filed for use of a fictitious name in the State of New York.
5. The merger is permitted by the laws of New York and Ohio and is in compliance with the laws of each of those states.
6. The Plan of Merger of North Coast Logic, Inc. into Integrated North Coast Group, Inc. was adopted by the board of directors of the Parent.

Signed on behalf of the Parent:

State of New York)
) ss.
County of Suffolk)

I, Lisa Renee Pomerantz, being duly sworn, state that I am the Secretary of Integrated North Coast Group, Inc. and that the foregoing statements are true and correct to the best of my knowledge and belief.



Lisa Renee Pomerantz

Sworn to and subscribed in my presence. This 31st day of August, 1998.



Notary Signature

KAREN L. DEMEO
Notary Public, State of New York
No. 02DE5071170
Qualified in New York County
Commission Expires February 8, 1999

Signed on behalf of the Subsidiary:

State of New York)
) ss.
County of Suffolk)

I, Lisa Renee Pomerantz, being duly sworn, state that I am the Secretary of North Coast Logic, Inc. and that the foregoing statements are true and correct to the best of my knowledge and belief.



Lisa Renee Pomerantz

Sworn to and subscribed in my presence. This 31st day of August, 1998.



Notary Signature

KAREN L. DEMEO
Notary Public, State of New York
No. 02DE5071170
Qualified in New York County
Commission Expires February 8, 1999