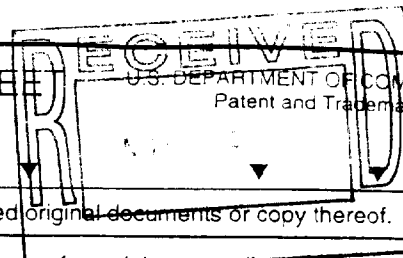


11-09-1998



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ER SHEET
ONLY



Tab settings ▢ ▢ ▢ ▢ ▾

To the Honorable Commissioner

the attached original documents or copy thereof.

1. Name of conveying party(ies):

MPP, Inc.

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

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

3. Nature of conveyance: **MRD 11-4-98**

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

Effective: March 31, 1993

Execution Date: July 21, 1992

2. Name and address of receiving party(ies)

Name: MILL POND PRESS, INC.

Internal Address:

Street Address: 310 Center Court

City: Venice State: FL ZIP: 34292

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

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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,674,187

Additional numbers attached? Yes No

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

Name: Chester Rothstein, Esq.

Internal Address:

Amster, Rothstein & Ebenstein

Street Address: 90 Park Avenue

City: New York State: NY ZIP: 34292

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

Any additional fees should be charged to:

8. Deposit account number:

01-1785

(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.

Chester Rothstein, Esq.

Name of Person Signing

Signature

November 3, 1998

Date

Total number of pages including cover sheet, attachments, and document: 2

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on March 25, 1993 effective March 31, 1993, for MPP, INC. which changed its name to MILL POND PRESS, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is V01817.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-fifth day of March, 1993



J. Smith

*State of New York
Department of State* } 12:

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 MAR 22 1996



Alexander F. Dressell
Secretary of State

DOS-300 (Rev. 1/85)

PR-36.31 (1/80)

State of New York - Department of Taxation and Finance - Corporation Tax
Albany, New York 12227

To: SECRETARY OF STATE

DATE 12/4/92

Name of Corporation

HILL POND PRESS, INC.

ID# 13-2597160 -AA2-

Pursuant to provisions of Section 907 of the Business Corporation Law, the State Tax Commissioner hereby consents to the Merger of the above named corporation, into HPP, INC. (FL) - No ID# - if filed on or before 3/4/93.

Certificate and fee are attached.

Filed by: Kanetsky, Moore & DeBoer, P.A.
P.O. Box 1767
Venice FL 34284-1767

Direct Processing Division

Mary Schaffer

F 980331000 489

CERTIFICATE OF MERGER OF
MILL POND PRESS, INC.
INTO
MPP, INC. under Section 907 of
the Business Corporation Law

RECEIVED
NEW YORK
DEPARTMENT OF TAXATION AND FINANCE

AUG 3 1992

CORPORATION TAX
DISSOLUTION
RECEIVED
NEW YORK
DEPARTMENT OF TAXATION AND FINANCE
AUG 2 1992

1. Name of each constituent corporation:
 - a) Mill Pond Press, Inc. (a New York corporation)
 - b) MPP, Inc. (a Florida corporation)

2. Designation and number of outstanding shares:
 - a) Mill Pond Press, Inc.
Outstanding Shares: 15 shares, common, no par value, voting stock. Shares not subject to change prior to the effective date of the merger.

 - b) MPP, Inc.
Outstanding Stock: 15 shares, common, no par value, voting stock. Shares not subject to change prior to the effective date of the merger.

3. The effective date of the merger is the date of filing of this Certificate of Merger by the New York Department of State.

4. Mill Pond Press, Inc. adopted the Plan of Merger on July 21, 1992, by unanimous written consent of the shareholders.

5. MPP, Inc. adopted the Plan of Merger on July 21, 1992, by unanimous written consent of the shareholders.

6. The jurisdiction of the surviving foreign corporation is Florida and its date of incorporation is December 31, 1991. MPP, Inc. has not applied for authority to do business in New York and will not do business in New York State until an application for authority to do business in New York State has been filed.

7. The date when the certificate of incorporation of Mill Pond Press, Inc., the constituent domestic corporation, was filed was June 1, 1987.

8. MPP, Inc., the surviving foreign corporation, hereby agrees that it may be served with process in New York State in any action or special proceeding for the enforcement of any liability or obligation of Mill Pond Press, Inc., previously amenable to suit in New York State. Further, MPP, Inc. hereby agrees to the enforcement, as provided in the New York Business Corporation Law, of the right of shareholders of Mill Pond Press, Inc. to receive payment for the shares against MPP, Inc.

9. MPP, Inc. hereby agrees that, subject to the provisions of Section 623 (Procedure to enforce shareholder's right to receive payment for shares), MPP, Inc. will promptly pay to the shareholders

2

urs of Mill Pond Press, Inc. the amount, if any, to which they shall be entitled under the New York State Business Corporation Law relating to the right of shareholders to receive payment for their shares.

10. MPP, Inc. hereby designates the New York Secretary of State as its agent upon whom can process against it may be served in the manner set forth in paragraph (E) of section 306 (Service of Process), in any action or special proceeding, and hereby designates the following address:

310 Cantor Court
Venice, FL 34292

to which the New York Secretary of State shall mail a copy of any process against it served upon him.

RECEIVED
MIRVAIN
CORPORATION TAX
DISSOLUTION
1992

Laurie L. Sings
Secretary LAURIE L. SINGS

Mill Pond Press, Inc.
By: *Kenneth S. Modzelewski*
Kenneth S. Modzelewski, President

Laurie L. Sings
Secretary LAURIE L. SINGS

MPP, Inc.
By: *Kenneth S. Modzelewski*
Kenneth S. Modzelewski, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 31st day of July, 1992, by Kenneth S. Modzelewski as President of Mill Pond Press, Inc., who is personally known to me or who has produced his/her driver's license as identification and who did not take an oath.

M. E. Howard
Printed Name: M. E. Howard
Notary Public
Commission
6AA674862
Notary Public, State of Florida in Large
My Commission Expires May 15, 1993
Signed by USFSD Co.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 31st day of July, 1992, by Kenneth S. Modzelewski as President of MPP, Inc., who is personally known to me or who has produced his/her driver's license as identification and who did not take an oath.

M. E. Howard
Printed Name: M. E. Howard
Notary Public
Commission
6AA674862
Notary Public, State of Florida in Large
My Commission Expires May 15, 1993
Signed by USFSD Co.

3

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of July, 1992, by Laurie L. Sims as Secretary of MPP, Inc., who is personally known to me or who has produced her driver's license as identification and who did not take an oath.

M. E. Bygaard
Printed Name: M. E. Bygaard
Notary Public
Commission:
9AA674868

Notary Public, State of Florida at Large
My Commission Expires May 11, 1993
Issued by ULRICH Co.

STATE OF ~~FLORIDA~~ FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of July, 1992, by Laurie L. Sims as Secretary of MILL POND PRESS, INC., who is personally known to me or who has produced her driver's license as identification and who did not take an oath.

M. E. Bygaard
Printed Name: M. E. Bygaard
Notary Public
Commission:
9AA674868

Notary Public, State of Florida at Large
My Commission Expires May 11, 1993
Issued by ULRICH Co.

This Merger is permitted by and in compliance with the laws of the State of Florida.

RECEIVED
DEPARTMENT OF
TAXATION AND FINANCE
NOV 2 1992
CORPORATION TAX
DISSOLUTION

STATE OF FLORIDA
COUNTY OF SARASOTA

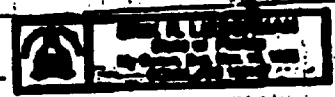
I, KENNETH S. MODZELEWSKI, being duly sworn, depose and state that I am the President of MILL POND PRESS, INC., the corporation named in and described in the foregoing certificate and that I have read the foregoing certificate and know the contents thereof to be true, except as to the matters therein stated to be alleged upon information and belief, and as to those matters, I believe them to be true.

Kenneth S. Modzelewski
Kenneth S. Modzelewski, President

Sworn to before me this 26 day of February, 1993.

Frank L. Liberman
Notary Public
FRANK LIBERMAN
Printed Name of Notary Public
Commission No: _____

My Commission Expires: _____



F 930381000 489

CERTIFICATE OF MERGER

OF

Mill Pond Press, Inc.

INTO

MPP, Inc.

(PURSUANT TO SEC. 909 OF THE BUSINESS CORPORATION LAW)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 2 1993

TAXS

BY: MMR

FILED BY:

KANATSKY, HARRIS & DELOACH, P.A.

Attys: ERIC P. LICHTENHAU

P.O. Box 1767

VENTNOR, FL 34784-1767

5 930381000 4534