

MRP 4-16-99

05-06-1999



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To the Honorable Commissioner of P
thereof.

101030167

the attached original documents or copy

1. Name of conveying party(ies):
Harold Leonard & Co., Inc.

Individual(s) Ltd. Partnership
 General Partnership Association
 Corporation-State (New York)
 Other _____

Additional names of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies)
Harold Leonard & Co., Inc.
2835 East Ana St.
Rancho Dominguez, CA 90221-5626

Individual(s) citizenship
 General Partnership
 Limited Partnership _____
 Corporation-State Delaware
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **December 19, 1994**



04-16-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #61

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
673,383

Additional numbers attached? Yes No

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

Louis J. Bovasso
 OPPENHEIMER WOLFF & DONNELLY LLP
 2029 Century Park East, 38th Fl.
 Los Angeles, CA 90067

6. Total number of applications and registrations involved: [1]

5/05/1999 DMGUYEN 00000301 673383
 FC:481

40.00 OP

7. Total fee (37 CFR 3.41).....\$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 16-2230

(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.*
 Louis J. Bovasso, Reg. 24,075

Louis J. Bovasso 4/13/99

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: [3]

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 1893 FRAME: 0075

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:

"HAROLD LEONARD & CO., INC.", A NEW YORK CORPORATION,
WITH AND INTO "HAROLD LEONARD & CO., INC." UNDER THE NAME OF
"HAROLD LEONARD & CO., INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D.
1994, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2455880 8100M

AUTHENTICATION: 9550612

991038843

DATE: 02-01-99

TRADEMARK
REEL: 1893 FRAME: 0076

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/19/1994
944248337 - 2455880

CERTIFICATE OF MERGER

OF

HAROLD LEONARD & CO., INC.
(a New York corporation)

AND

HAROLD LEONARD & CO., INC.
(a Delaware corporation)

It is hereby certified that:

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

(i) Harold Leonard & Co., Inc., which is incorporated under the laws of the State of New York ("Leonard NY"); and

(ii) Harold Leonard & Co., Inc., which is incorporated under the laws of the State of Delaware ("Leonard Delaware").

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 Leonard Delaware in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by Leonard NY in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is Harold Leonard & Co., Inc. (hereinafter sometimes referred to as the "surviving corporation"), which will continue its existence as the surviving corporation under its present name.

4. The Certificate of Incorporation of Leonard Delaware, as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the laws of the State of Delaware.

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

600 Green Lane
Union, NJ 07083

Doc # 204000.1