

07-28-1999



101101834

Commissioner of Patents and Trademark

...nal documents or copy thereof

1. Name of conveying party(ies):

Magic Line, Inc.  
15010 Commerce Drive South, Suite 509  
Dearborn, MI 48120-1269

*MLD 7-23-99*

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name

Other:

Execution Date: June 30, 1999

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

A. Trademark Application No.(s) 1,783,623

Additional numbers attached?  Yes  No

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

William F. Kolakowski III  
Dykema Gossett PLLC  
1577 N. Woodward Avenue, Suite 300  
Bloomfield Hills, Michigan 48304  
(248) 203-0822

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: 04-2223

(Attach duplicate copy of this page if using 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.

William F. Kolakowski III

*William F. Kolakowski III*

*7-23-99*

Name

Signature

Date

Total number of pages comprising cover sheet \_\_\_\_\_

07/27/1999 10:11:11 00000007 042223 103580

01/11/01 10:11:11

State of Delaware

SP

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 MERGER, WHICH MERGES:

"MAGIC LINE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NYCE MIDWEST, INC." UNDER THE NAME OF "NYCE MIDWEST, INC.". A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1999, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

2965942 8100M

991267130

AUTHENTICATION:

9839818

DATE:

06-30-99

**CERTIFICATE OF MERGER OF  
MAGIC LINE, INC.  
WITH AND INTO  
NYCE MIDWEST, INC.**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, NYCE Midwest, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify as follows:

1. Each of the constituent corporations, Magic Line, Inc. ("Magic Line") and the Company, is a corporation duly organized and existing under the laws of the State of Delaware.

2. An Agreement and Plan of Merger (the "Merger Agreement") dated as of December 18, 1998 by and among NYCE Corporation, a Delaware corporation and the corporate parent of the Company, the Company and Magic Line, setting forth the terms and conditions of the merger of Magic Line with and into the Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation of the Merger (the "Surviving Corporation") shall be:

NYCE Midwest, Inc.

4. The Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the Surviving Corporation.

5. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

NYCE Midwest, Inc.  
300 Tice Boulevard  
Woodcliff, New Jersey 07675

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of the State of Delaware.

FROM CORPORATION TRUST-DOVER, DE 302-674-8340

(WED) 6.30'99

13:19/ST. 13:09/NO. 4260103510

P. UUS

IN WITNESS WHEREOF, NYCE Midwest, Inc. has caused this Certificate of Merger to be executed in its corporate name as of the 30th day of June, 1999.

NYCE MIDWEST, INC.

By:   
Dennis F. Lynch, President

Attest:  
By:   
James S. Judd, Secretary

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