

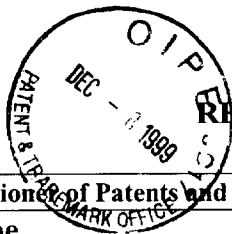
12-23-1999

U.S. Department of Commerce
Patent and Trademark Office
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**RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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- New**
- Resubmission (Non-Recordation)**
Document ID#
- Correction of PTO Error**
Reel # Frame #
- Correction Document**
Reel # Frame #

Conveyance Type

- Assignment** **License**
- Security Agreement** **Nunc Pro Tunc Assignment**
- Merger** Effective Date
Month Day Year
- Change of Name**
- Other**

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual** **General Partnership** **Limited Partnership** **Corporation** **Association**
- Other**
- Citizenship/State of Incorporation/Organization**

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

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City

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Zip Code

- 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 appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)**
- Corporation** **Association**
- Other**
- Citizenship/State of Incorporation/Organization**

12/22/1999 TTON11 00000135 75635939

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01 FC:481 40.00 OP
02 FC:482 500.00 OP

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Address (line 1)

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Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

212-506-5150

Name

Bradford S. Breen, Esq.

Address (line 1)

Orrick, Herrington & Sutcliffe LLP

Address (line 2)

666 Fifth Avenue

Address (line 3)

New York, NY 10103

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

2

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

75/706,318

75/706,321

75/778,335

75/635,939

75/778,338

75/778,337

75/706,319

75/711,957

75/778,333

75/778,336

75/706,255

1,299,977

75/706,320

75/711,959

75/636,131

75/778,334

75/706,260

1,716,762

1,403,529

915,261

1,749,129

Number of Properties

Enter the total number of properties involved.

#

21

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

540.00

Method of Payment

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account of if additional fees can be charged to the account.)

Deposit Account Number

#

Authorization to charge additional fees:

Yes

No

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.

Bradford S. Breen

Name of Person Signing

Bradford S. Breen
Signature

December 7, 1999

Date Signed

OCT 15 '99 13:27 FR INSTINET D.ROSENTHAL 212 832 5199 14 000000
 10/15/99 13:03 FAX 212 506 3580 O.H.& SUTCLIFFE LLP

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FILED
 IN THE OFFICE OF THE
 SECRETARY OF STATE OF THE
 STATE OF NEVADA

CERTIFICATE OF MERGER

OCT 20 1999
 No. LP 2692-99
Dean Heller
 DEAN HELLER, SECRETARY OF STATE

Dated as of the 15th day of October, 1999.

The undersigned corporation, formed and existing under and by virtue of Section 78 of the Nevada Revised Statutes, and limited partnership, formed and existing under and by virtue of Section 88 of the Nevada Revised Statutes DO HEREBY CERTIFY:

1. The name, registered office and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

BD of Nevada, Inc., a Nevada corporation (the "Nevada Corporation") with its registered office at 639 Isbell Road, Suite 390 Reno Nevada 89509;

BD of Nevada, Limited Partnership, a Nevada limited partnership (the "Nevada Limited Partnership") with its registered office at 639 Isbell Road, Suite 390 Reno Nevada 89509.

2. A plan and agreement of merger (the "Agreement") has been approved by the sole shareholder of the Nevada Corporation and adopted, executed, and acknowledged by an authorized representative of the Nevada Corporation, all in accordance with Section 92A.120 of the Nevada Revised Statutes.

3. The Agreement has been approved by the sole general partner of the Nevada Limited Partnership, who also owns a majority in interest of the Nevada Limited Partnership owned by limited partners, in accordance with 92A.140.

3. The name of the surviving Nevada limited partnership is BD of Nevada, Limited Partnership.

4. The merger of BD of Nevada, Inc. into BD of Nevada, Limited Partnership shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Nevada, such date to become the "Effective Date" of the Agreement.

5. The executed Agreement will be furnished by the surviving limited partnership, on request and without cost, to any partner of the Nevada Limited Partnership and to any person holding an interest in the Nevada Corporation. The executed Agreement will also be available at the registered office of the surviving limited partnership.

OCT 15 '99 13:28 FR INSTINET D.ROSENTHAL 212 506 3100
10/15/99 13:04 FAX 212 506 3580 U.H.& SULLIVAN LLP

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BD OF NEVADA, INC.

BD OF NEVADA, L.P.

By: David G Manns
David G. Manns
President

By: BD Holding of Nevada, L.P.
as General Partner

By: Instinet Corporation
as General Partner

By: James C. George
James C. George
Secretary

By: Daniel M. Rosenthal
Daniel M. Rosenthal
Senior Vice President
and Chief Financial Officer