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02-11-2000



Docket No.:

357032/166

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To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Arrow Star Incorporated**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **New York**  
 Other

Additional names(s) of conveying party(ies)       Yes  No

2. Name and address of receiving party(ies):

Name: **Continental Dynamics Corporation**

Internal Address: \_\_\_\_\_

Street Address: **22 Harbor Park Drive**

City: **Port Washington**      State: **NY**      ZIP: **11050**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **New York**  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is                       Yes       N  
(Designations must be a separate document from  
Additional name(s) & address(es)                       Yes       N

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other

Execution Date: **Effective date November 24, 1998**

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

A. Trademark Application No.(s)

Additional numbers

B. Trademark Registration No.(s)

**1,297,181**

Yes  No

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

Name: **Laura E. Goldbard**

Internal Address: **Stroock & Stroock & Lavan LLP**

Street Address: **180 Maiden Lane**

City: **New York**      State: **NY**      ZIP: **10038**

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:  
**19-4709**

02/10/2000 TTON11 00000144 194709 1297181  
01 FC:481 40.00 CH

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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.

**Laura E. Goldbard**                      *Laura E. Goldbard*                      **January 24, 2000**  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and **4**

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CERTIFICATE OF MERGER

OF

ARROW STAR INCORPORATED

INTO

CONTINENTAL DYNAMICS CORPORATION

Section 904 of the Business Corporation Law

*JW*

FILED

*1-CC*

STATE OF NEW YORK  
DEPARTMENT OF STATE

Filer: Rivkin, Radler & Kremer  
Eab Plaza - West Plaza 10th Fl  
Uniondale, NY 11556  
040171CEP

FILED NOV 24 1998  
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BY: *JW*  
**NEW YORK**

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**CERTIFICATE OF MERGER**

**OF**

**ARROW STAR INCORPORATED**

**INTO**

**CONTINENTAL DYNAMICS CORPORATION**

(Under Section 904 of the Business Corporation Law)

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

**FIRST:** The Board of Directors and Shareholders of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

**SECOND:** The name of the constituent corporation, which is to be the surviving corporation, and which is hereafter sometimes referred to as the "surviving constituent corporation" is Continental Dynamics Corporation. The date upon which its Certificate of Incorporation was filed by the New York Department of State is January 2, 1963.

**THIRD:** The name of the other constituent corporation, which is being merged into the surviving corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation" is Arrow Star Incorporated. The date upon which the Certificate of Incorporation of Arrow Star Incorporated was filed by the New York Department of State is May 13, 1976.

**FOURTH:** As to each constituent corporation, the designation and number of outstanding shares of each class and series, entitled to vote and the voting rights are as follows:

**CONTINENTAL DYNAMICS CORPORATION**

<u>Designation</u>	<u>Number of Outstanding</u>	<u>Classes and Series Entitled to Vote</u>
Common	998.2498	Common

/

ARROW STAR INCORPORATED

<u>Designation</u>	<u>Number of Outstanding</u>	<u>Classes and Series Entitled to Vote</u>
Common	100	Common

FIFTH: The merger herein certified was authorized in respect of the merged constituent corporation by the unanimous written consent (in accordance with Sections 615 and 708 of the Business Corporation Law), dated as of October 1, 1998, of the holders of all outstanding shares of the surviving constituent corporation and of the Board of Directors and by the unanimous written consent (in accordance with Sections 615 and 708 of the Business Corporation Law), dated as of October 1, 1998, of the holders of all outstanding shares of the merged constituent corporation and of the Board of Directors of the merged constituent corporation.

SIXTH: The effective date of the merger herein certified shall be the date this Certificate of Merger is filed with the Department of State.

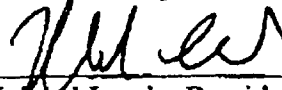
IN WITNESS WHEREOF, the undersigned has subscribed this document as of October 1, 1998, and does affirm, under the penalties of perjury, that the statements contained herein have been examined by the undersigned and are true and correct.



Richard Leeds, President of  
Continental Dynamics Corporation



Curt Rush, Secretary of  
Continental Dynamics Corporation



Richard Leeds, President of  
Arrow Star Incorporated



Curt Rush, Secretary of  
Arrow Star Incorporated

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