



Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

H.R. Holding Company, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: December 14, 1999

19. Name and address of receiving party(ies)

Name: Brecker & Merryman, Inc.

Internal Address: _____

Street Address: 228 East 45th Street

City: New York State: NY ZIP: 10017

- Individual(s) citizenship _____
- Association _____
- 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

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

A. Trademark Application No.(s)

75/574007
75/783979

B. Trademark Registration No.(s)

2,097,689 2,291,604
2,164,139
2,200,638

Additional numbers attached? Yes No

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

Name: Albert Robin

Internal Address: Robin, Blecker & Daley

Street Address: 330 Madison Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: _____

6

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

08/23/2000 MTHA11 00000196 75574007

DO NOT USE THIS SPACE

01 FC:401
02 FC:102

40.00 OP
125.00 OP

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.

Albert Robin

Name of Person Signing

Signature

July 25, 2000

Date

4

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

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

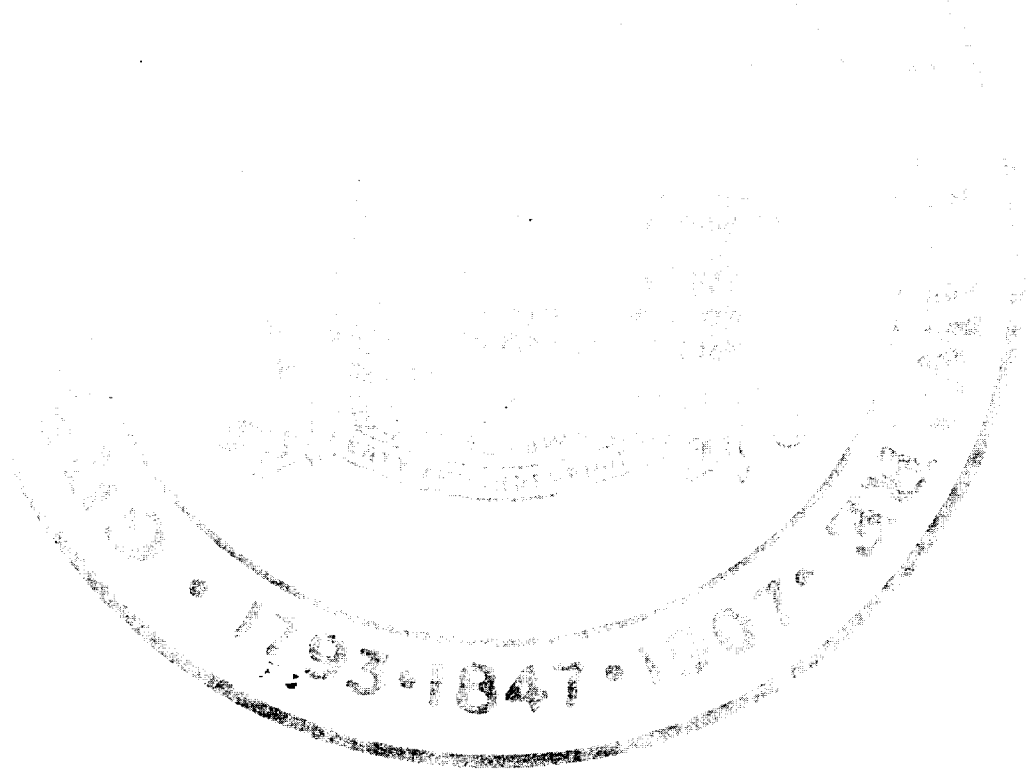
TRADEMARK

REEL: 002124 FRAME: 0680

State of Delaware
Office of the Secretary of State

PAGE 1

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 AGREEMENT OF MERGER OF "H. R. HOLDING COMPANY, INC.", CHANGING ITS NAME FROM "H. R. HOLDING COMPANY, INC." TO "BRECKER & MERRYMAN, INC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1999, AT 3 O'CLOCK P.M.



2287614 8100

001270452

A handwritten signature in cursive script, reading 'Edward J. Freel', is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

0464382

DATE:

05-26-00

1 TRADEMARK
REEL: 002124 FRAME: 0681

AGREEMENT AND PLAN OF MERGER
OF
BRECKER & MERRYMAN, INC.
(a New York Corporation)
WITH AND INTO
H. R. HOLDING COMPANY, INC.
(a Delaware Corporation)

Pursuant to Section 907 of the New York Business Corporation Law
and Section 252 of the Delaware General Corporation Law

WHEREAS, each of the undersigned corporations, respectively Brecker & Merryman, Inc., a New York corporation, and H. R. Holding Company, Inc., a Delaware corporation, have determined it to be advisable and in each respective corporation's best interests to merge in accordance with the terms and conditions of this Agreement and Plan of Merger.

1. The names of the constituent corporations are Brecker & Merryman, Inc., a New York corporation ("B&M") and H. R. Holding Company, Inc., a Delaware corporation ("HRH").
2. Pursuant to this Plan of Merger, B&M shall merge into and with HRH and HRH shall assume all of the liabilities and obligations of B&M. HRH shall be the surviving corporation and B&M shall be the merging corporation.
3. The designation and number of outstanding shares of B&M is seventeen thousand two hundred fifty (17,250) shares of common stock, par value one dollar (\$1.00) per share having one vote for each share. The designation and number of outstanding shares of HRH is 105.56 shares of common stock, par value \$1.00 per share having one vote per share.
4. Each issued share of common stock of B&M, the merging corporation, upon the effective time of the merger, shall be canceled and shares of common stock of HRH, the surviving corporation shall be issued to shareholders of B&M the merging corporation as follows: each shareholder of B&M shall be entitled to receive one share of HRH common stock for each share of B&M common stock on surrender of any certificates therefor. Until so surrendered, the outstanding shares of stock of B&M which are to be converted into stock of HRH, as provided herein, shall be

treated by HRH for all corporate purposes as evidencing the ownership of shares of HRH as though said surrender and exchange had taken place. All outstanding shares of B&M common stock owned by HRH shall be converted into HRH stock on a one share for one share basis as provided herein then distributed to HRH stockholders in proportion to their respective stockholdings and HRH shall issue new certificates therefor in the names of such stockholders. No issued and outstanding shares of common stock of HRH, the surviving corporation, shall be converted or exchanged in any manner, but each such share which is issued as of the effective time of the merger shall continue to represent one issued share of common stock of HRH. The stockholders of HRH have approved this merger.

5. The certificate of incorporation of H. R. Holding Company, Inc., as amended pursuant to Section 6 below, upon the effective time of the merger, shall be the certificate of incorporation of the surviving corporation
6. The certificate of incorporation of HRH shall be amended to change the name of HRH to Brecker & Merryman, Inc. and to increase the authorized capital stock to 20,000 shares of common stock of par value \$1.00 per share.
7. The merger shall be effective December 21, 1999 or as close thereto as practicable.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed on behalf of each of the constituent corporations as parties hereto.

Signed and attested to on December 14, 1999

Attest:
By: Andrew K. Woods
Name: Andrew K. Woods, Secretary

Brecker & Merryman, Inc.
By: Andrew C. Merryman
Name: Andrew C. Merryman
Title: President

Attest:
By: Susan L. Woods
Name: Susan L. Woods, Secretary

H. R. Holding Company, Inc.
By: Andrew K. Woods
Name: Andrew K. Woods
Title: President

BRECKER MERRYMAN HRH AGR AND PLAN OF MERGER