

08-24-2001

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Key Essentials, Inc. *8200*

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (California)
- Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)

Name: Key Holdings, Inc.

Internal

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

Street Address: 30322 Esperanza Way

City: Rancho Santa State: CA Zip: 92688

Margarita

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: \_\_\_\_\_

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,234,318

Additional number(s) attached  Yes  No

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

Name: Brian R. McGinley

Internal Address: Sonnenschein Nath & Rosenthal

Street Address: 4520 Main Street

Suite 1100

City: Kansas City State: MO Zip: 64111

6. Total number of applications and registrations involved:  1

7. Total fee (37 CFR 3.41).....\$ 40

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

Brian R. McGinley

Name of Person Signing

*[Signature]*  
Signature

*Aug. 15, 2001*  
Date

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

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

TRADEMARK  
REEL: 002357 FRAME: 0588

CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
KEY ESSENTIALS, INC.  
INTO  
KEY HOLDINGS, INC.

Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware

KEY HOLDINGS, INC., a corporation organized and existing under the laws of Delaware, does hereby certify:

FIRST: That Key Holdings, Inc. was incorporated on the 7th day of December, 1999, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Key Holdings, Inc. owns one hundred percent (100%) of the outstanding shares of Key Essentials, Inc., a corporation incorporated on the 5th day of May, 1991, pursuant to the California Corporations Code.

THIRD: That Key Holdings, Inc., by the following resolutions of its Board of Directors duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on January 31, 2000, determined to and did merge into itself Key Essentials, Inc.:

RESOLVED, That pursuant to Section 1110 of the California Corporations Code and Section 253 of the General Corporation Law of Delaware, this Corporation hereby does merge into itself said Key Essentials, Inc., and assumes all its obligations; and

FURTHER RESOLVED, That the merger contemplated by these resolutions, as to its effectiveness on this Corporation, shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware pursuant to section 253 of the General Corporation Law of the State of Delaware; and

FURTHER RESOLVED, That the merger contemplated by these resolutions, as to its effectiveness on Key Essentials, Inc., shall be effective upon the filing of a Certificate of Ownership under Section 1110 of the California Corporations Code; and

FURTHER RESOLVED, That upon the effective date of the merger, the name of this Corporation shall be changed from Key Holdings, Inc. to Key Essentials, Inc.

FOURTH: That Key Holdings, Inc. shall be the surviving corporation.

FIFTH: That upon the effective date of this merger, the name of Key Holdings, Inc. shall be changed to Key Essentials, Inc.

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IN WITNESS WHEREOF, Key Holdings, Inc. has caused this Certificate of Ownership and Merger to be signed by Gordon L. Nelson, Jr., its Vice President, this 1<sup>st</sup> day of February, 2000.

KEY HOLDINGS, INC.

By: [Signature]  
Gordon L. Nelson, Jr., Vice President

ATTEST:

STATE OF Illinois )  
COUNTY OF Cook ) ss:

Subscribed and sworn to before me this 1<sup>st</sup> day of February, 2000.

[Signature]  
Notary Public

My Commission Expires:  
11-14-2002

