



03-14-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC 102015212 TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

IFP Enterprises, Inc. 2 '27.02

- 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: December 14, 2001

2. Name and address of receiving party(ies)

Name: Axens North America, Inc.

Internal Address: Suite 1200

Street Address: 650 College Road East

City: Princeton State: NJ Zip: 08540

- 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 873,997

1,191,361 ; 1,202,986

Additional number(s) attached Yes No

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

Name: William J. Heller, Esq.

Internal Address: McCarter & English, LLP Four Gateway Center

Street Address: 100 Mulberry Street

City: Newark State: NJ Zip: 07102

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 190.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

501402

DO NOT USE THIS SPACE

9. Signature.

William J. Heller

Name of Person Signing

MUELLER 00000093 501402 873997

Handwritten signature of William J. Heller

Signature

02/27/02

Date

Total number of pages including cover sheet, attachments, and document: 7

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

03/13/2002

01 FC:461 02 FC:462

40.00 CH 150.00 CH

TRADEMARK REEL: 002460 FRAME: 0250

Additional Trademark Registration Numbers

1,215,192

1,750,345

1,763,187

2,147,957

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

This public document:

2. *has been signed by*

3. *acting in the capacity of Deputy Insurance Commissioner*

4. *bears the seal/stamp of*

Certified

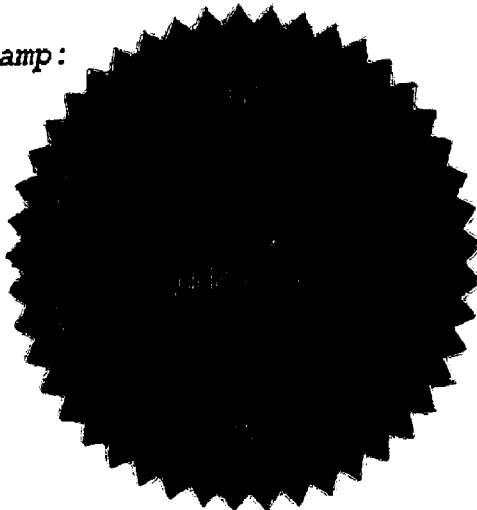
5. *at Dover, Delaware*

6. *the thirty-first day of January, A.D. 2002*

7. *by Secretary of State, Delaware Department of State*

8. *No. 0168441*

9. *Seal/Stamp:*



10. *Signature:*

Harriet Smith Windsor

Secretary of State

Delaware

PAGE 1

The First State

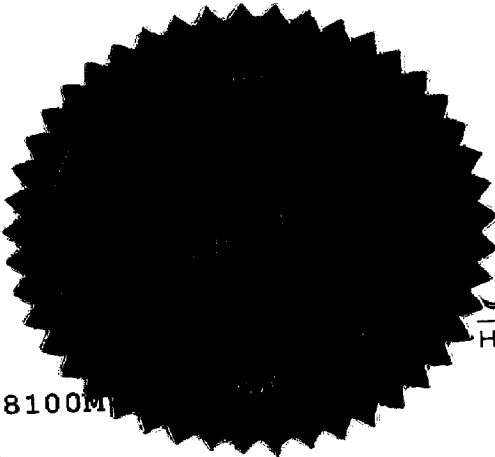
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"IFP ENTERPRISES INC.", A DELAWARE CORPORATION,

"PROCATALYSE U.S.A. INC.", A DELAWARE CORPORATION,

WITH AND INTO "IFP NORTH AMERICA, INC." UNDER THE NAME OF "AXENS NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1590837

DATE: 01-31-02

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CERTIFICATE OF MERGER

OF

PROCATALYSE U.S.A. INC. AND IFP ENTERPRISES INC.

WITH AND INTO

IFP NORTH AMERICA, INC.

Pursuant to Section 251

Of the

Delaware General Corporation Law

THE UNDERSIGNED, IFP North America, Inc. (the "Corporation"), the surviving corporation of the merger of Procatalyse U.S.A. Inc., IFP Enterprises Inc. and IFP North America, Inc. (hereinafter, the "Constituent Corporations"), does hereby certify:

FIRST: That:

1. Procatalyse U.S.A. Inc., is a corporation organized under the laws of the State of Delaware ("Procatalyse");
2. IFP Enterprises Inc., is a corporation organized under the laws of the State of Delaware ("IFPE"); and
3. IFP North America, Inc., is a corporation organized under the laws of the State of Delaware ("IFPNA").

SECOND: That, on December 14, 2001, each of the Constituent Corporations, in accordance with Section 251 of Delaware General Corporation Law, has duly approved, adopted, certified, executed and acknowledged an Agreement and Plan of Merger providing:

1. Upon the terms and subject to the conditions set forth herein and in accordance with the provisions of the GCL, this Merger shall be effective January 1, 2002 (the "Effective Time"), whereupon Procatalyse and IFPE shall be merged with and into IFPNA, the separate corporate existence of both Procatalyse and IFPE will cease, and IFPNA shall continue as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

2. Upon the effectiveness of the Merger, the name of the Surviving Corporation shall be changed to Axens North America, Inc., and Article FIRST of

the Certificate of Incorporation of the Surviving Corporation shall be amended to read as follows:

"FIRST: The name of this corporation is Axens North America, Inc."

3. The parties hereto shall cause the Merger to be consummated by delivering a certificate of merger to the Secretary of State of the State of Delaware (the "Secretary of State") in such form as required by, and executed in accordance with the relevant provisions of, the GCL, for filing by the Secretary of State;

4. At the Effective Time, the effect of the Merger shall be as provided in this Agreement, the certificate of merger and the applicable provisions of the GCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the rights, privileges, powers, franchises and property of the Constituent Corporations shall vest in the Surviving Corporation, and all restrictions, disabilities, duties, debts and liabilities of the Constituent Corporations shall become the restrictions, disabilities, duties, debts and liabilities of the Surviving Corporation.

5. The Certificate of Incorporation and By-laws of IFPNA, each as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-laws of the Surviving Corporation, amended as provided in this Agreement or until thereafter amended.

6. The directors of IFPNA immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, and the officers of IFPNA immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until successors are duly elected or appointed and qualified;

7. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations or the stockholders thereof, all the shares of common stock of Procatylse and IFPNA, whether issued and outstanding or held as treasury shares, shall be canceled and retired without payment of any consideration thereof and cease to exist.

8. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations or the stockholders thereof, each share of common stock of IFPE, whether issued and outstanding or held as treasury shares, shall be converted into the right to receive one share of the Surviving Corporation.

9. The parties hereto agree that they will cause to be executed, filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

10. The directors and officers of the Constituent Corporations are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, documents and certificates, that shall be or become necessary, proper or convenient to carry out or effect any of the provisions of this Agreement or the Merger.


THIRD: That the executed agreement of merger is on file at the office of the Corporation, located at:

650 College Road East, Suite 1200
Princeton, New Jersey 08540

FOURTH: That a copy of the agreement of merger will be furnished by IFP North America, Inc., on request and without cost, to any stockholder of any constituent corporation

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be signed by its duly authorized officer this 14th day of December, 2001.

IFP North America, Inc.

By: 
Armand Koskas
Chairman

0142/50090-001 NYLJ82/890100 v6

12/27 01 09:42 NO.122 02/02

CSC

RECORDED: 02/27/2002

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