

04-25-2003

FORM PTO-1595
(Modified)

RE



102431437

U.S. DEPARTMENT OF
COMMERCE
Patent and Trademark Office
Attorney Docket No. 4843

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy thereof.

1. Name of conveying party(ies):

Duncan Hill Co., Ltd.
4450 Belden Village Street, N.W.
Canton, Ohio 44720

4/23/03

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

Duncan Hill, Inc.
4450 Belden Village Street, N.W.
Canton, Ohio 44720

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: October 31, 1997

I hereby certify that this paper is being deposited
with the U.S. Postal Service as 1st Class Mail
addressed to the Commissioner of Patents and
Trademarks, Washington, D.C. 20231 on 4/18/03.

By:

Maren Burinski

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

If this document is being filed together with a new application, the execution date of the application is:

A. Application No(s):

B. Registration No(s):

1,220,258

2003 APR 23 AM 7:40
FINANCE SECTION
RECORDS

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

George L. Pinchak
WATTS, HOFFMANN, FISHER & HEINKE CO., L.P.A.
1100 Superior Avenue, Ste. 1750
Cleveland, Ohio 44114-2518

6. Number of applications and registrations involved: 1

7. Total fee (37 C.F.R. §§ 2.6(b), 3.41): \$ 40.00

- Previously submitted and received on 12/16/02.
- Authorized to be charged to deposit account.
- The Commissioner is hereby authorized to credit any overpayment or to charge any fee deficiencies under 37 C.F.R. § 1.21(h) to our deposit account.

8. Deposit account number: 23-0630

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.

George L. Pinchak, Reg. No. 37,697
Name of Person Signing

George L. Pinchak
Signature

April 15, 2003
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231

12/10/02

12-16-2002



FORM PTO-1595
(Modified)

RECORD

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U.S. DEPARTMENT OF
COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy thereof.

1. Name of conveying party(ies):
Duncan Hill Co., Ltd.

2. Name and address of receiving party(ies):
Duncan Hill, Inc.

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: October 31, 1997

Express Mail Label No. A/R39372723US
I hereby certify that this paper is being deposited
with the U.S. Postal Service as Express Mail
delivered to the Commissioner of Patents and
Trademarks, Washington, D.C. 20231 on 12/10/02
W. L. Pinchak

4. Application number(s) or registration number(s):
A. Application No(s):

B. Registration No(s):
1,220,258

5. Name and address of party to whom correspondence
concerning document should be mailed:
George L. Pinchak
WATTS, HOFFMANN, FISHER & HEINKE CO., L.P.A.
1100 Superior Ave., Ste. 1750
Cleveland, Ohio 44114

6. Number of applications and registrations involved: 1
7. Total fee (37 C.F.R. §§ 2.6(b)(6), 3.41): \$ 40.00
 Enclosed.
 Authorized to be charged to deposit account.
 The Commissioner is hereby authorized to credit
any overpayment or to charge any fee deficiencies
under 37 C.F.R. § 2.6 to our deposit account.

8. Deposit account number: 23-0630

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.

George L. Pinchak, Reg. No. 37,697
Name of Person Signing

W. L. Pinchak 47,697 for GLP
Signature

December 10, 2002
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231

12/16/2002 TDAZI 0000016 1220258

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State of Delaware

Office of the Secretary of State

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 INCORPORATION OF "DUNCAN HILL, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF NOVEMBER, A.D. 1997, AT 4 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS, FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

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971379266

AUTHENTICATION: 8745387
DATE: 11-07-97

ANNUAL MEETING OF SHAREHOLDERS
OF
DUNCAN HILL CO., LTD.

Held on October 31, 1997, at 11:00 A.M.
At
4450 Belden Village Rd., Suite 406
Canton, Ohio 44718

The annual meeting ("Meeting") of the Shareholders of Duncan Hill Co., Ltd, an Ohio corporation (hereinafter referred to as the "Company"), was held on October 31, 1997, at 11:00 A.M. at the company headquarters, 4450 Belden Village Rd., Suite 406, Canton, Ohio 44718.

William L. Miller, President, presided at the Meeting and, at his request, Christopher Weber acted as the Inspector of Elections, and as recording secretary.

The President then requested that the Inspector of Elections report to the Meeting the number of shares of stock of the Company which are issued and outstanding and the number of shares in person and/or by proxy at the Meeting. The Inspector of Elections reported that there were 3,500,000 Common no par value shares authorized and 2,053,544 issued and outstanding. Of that number of shares, there were 1,463,588 shares present in person and/or by proxy, and that there were a sufficient number of shares to constitute a quorum; and therefore, business of the Meeting of the Shareholders could be conducted.

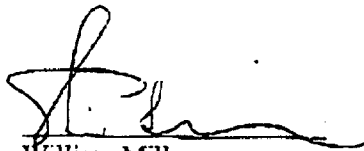
The President then called the Meeting to order and presented a copy of the Notice of the Annual Meeting, which had been sent to all shareholders, and ordered the notice to be incorporated into these minutes by attachment. He then asked if there were any questions, and then proceeded to answer questions from shareholders.

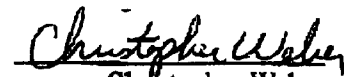
A motion was made and seconded to vote on the issues on the ballot.

The first issue, to elect the directors as set forth in the Notice of Annual Meeting, was passed with 1,463,588 shares for, which constitutes a majority of all Common shares issued and outstanding, and as a result the directors were elected.

The second issue, to approve the Plan and Agreement of Merger providing for the merger of the Company into Duncan Hill, Inc., a Delaware corporation, and also providing for the dissolution of Duncan Hill Co., Ltd., was passed with 1,463,588 shares for, which constitutes a majority of all Common shares issued and outstanding; and as a result the Plan and Agreement of Merger was approved.

Since there was no other business to be brought before the shareholders, motion was made and seconded to adjourn the meeting. The President adjourned the meeting.


William Miller
President


Christopher Weber
Recording Secretary

**MINUTES OF A MEETING
OF THE BOARD OF DIRECTORS
OF
DUNCAN HILL, INC.**

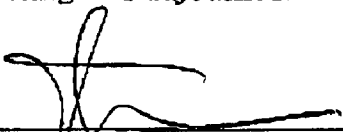
held November 8, 1997 at
4450 Belden Village Street, N.W.
Canton, Ohio

Having waived notice, with the directors of Duncan Hill, Inc., a Delaware corporation, William L. Miller, Jeanne E. Miller, Clark D. Swisher, Daniel D. Dawson, John W. Cobb, Jr. being present, Mr. Miller opened the meeting and stated that there has been presented to the Board of Directors a proposed Agreement of Merger and Certificate of Merger providing for the merger of Duncan Hill Co., Ltd., an Ohio corporation, into this corporation. Mr. Miller discussed that the purpose of the merger is to minimize costs and expenses in connection with increasing the authorized capital stock of Duncan Hill Co., Ltd. and combining its business with the business of Duncan Hill, Inc., and that it is in the best interests of the corporation that it enter into such merger. Thereupon, the Directors adopted the following resolutions:

RESOLVED, that the merger of Duncan Hill Co., Ltd., an Ohio corporation, into Duncan Hill, Inc. as more specifically set forth in said proposed Agreement and Certificate of Merger and the terms and conditions of the proposed Agreement and Certificate of Merger and the mode of carrying them into effect be, and they hereby are, authorized and approved.

RESOLVED FURTHER, that the President and the Secretary of the corporation be, and they hereby are, authorized and directed to execute all documents and to take such action as may be necessary and advisable to carry out and accomplish the purposes of these resolutions.

There being no further business, the meeting was adjourned.



William L. Miller, Chairman

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