

03-17-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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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):

Dosal Marketing Corporation

- Individual(s) Association General Partnership Limited Partnership Corporation-State (Florida) 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: October 3, 2003

2. Name and address of receiving party(ies)

Name: Dosamar Corporation

Internal Address:

Street Address: 4775 N.W. 132 Street

City: Miami State: FL Zip: 33054

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Florida 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) 76/197,705 76/165,926, 76/165,925 76/240,751

B. Trademark Registration No.(s) 2,708,503

Additional number(s) attached Yes No

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

Name: Malloy & Malloy, P.A.

Internal Address:

Street Address: 2800 S.W. Third Avenue

City: Miami State: FL Zip: 33129

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41) \$140.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Jennie S. Malloy

Name of Person Signing

Signature

3-10-04

Date

Total number of pages including cover sheet, attachments, and document: 9

03/17/2004 LMUELLER 00000044 76197705

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

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40.00 OP 100.00 OP

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# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on October 3, 2003, as shown by the records of this office.

The document number of the surviving corporation is P94000077840.



CR2EO22 (2-03)

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Fourth day of February, 2004

*Glenda E. Hood*  
Glenda E. Hood  
Secretary of State

**ARTICLES OF MERGER**  
**OF**  
**DOSAL MARKETING CORPORATION**  
**(a Florida corporation)**

FILED  
03 OCT -3 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AND**  
**DOSAMAR CORPORATION**  
**(a Florida corporation)**

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), and certify that:

1. DOSAL MARKETING CORPORATION, Document #P99000009979, a Florida corporation ("DOSAL MARKETING"), shall be merged with and into DOSAMAR CORPORATION, Document #P94000077840, a Florida corporation ("DOSAMAR"), which shall be the surviving corporation.

2. The Plan of Merger (attached hereto) pursuant to which DOSAL MARKETING shall be merged with and into DOSAMAR (the "Merger") was adopted pursuant to the FBCA by the Board of Directors and shareholders of DOSAMAR by a joint written consent on July 31, 2003.

3. The Plan of Merger, pursuant to which DOSAL MARKETING shall be merged with and into DOSAMAR, was adopted pursuant to the FBCA by the Board of Directors and shareholders of the DOSAL MARKETING by a joint written consent on July 31, 2003.

4. The Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State (the "Effective Date").

5. The Merger shall be carried out in accordance with the Plan of Merger, dated as of July 31, 2003 (the "Plan of Merger"), a copy of which is attached hereto as Exhibit A and incorporated herein by reference.

6. The address of the principal place of business of DOSAMAR, the surviving corporation, is 4775 Northwest 132<sup>nd</sup> Street, Miami, Florida 33054.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of July 31, 2003.

DOSAL MARKETING CORPORATION

By: Margarita C. Dosal  
Name: Margarita C. Dosal  
Title: President and Director

DOSAMAR CORPORATION

By: Margarita C. Dosal  
Name: Margarita C. Dosal  
Title: President and Director

**PLAN OF MERGER  
OF  
DOSAL MARKETING CORPORATION  
(a Florida corporation)  
and  
DOSAMAR CORPORATION  
(a Florida corporation)\**

This Plan of Merger (the "Plan of Merger") is entered into by and among DOSAL MARKETING CORPORATION, a Florida corporation ("DOSAL MARKETING"), and DOSAMAR CORPORATION, a Florida corporation ("DOSAMAR"), this 31 day of July, 2003. (DOSAL MARKETING and DOSAMAR may be collectively referred to as the "Constituent Corporations").

**RECITALS**

A. The Board of Directors of DOSAL MARKETING (the "DOSAL MARKETING Board") and the Board of Directors of DOSAMAR (the "DOSAMAR Board") deem it advisable and in the best interests of their respective companies that, subject to the conditions and other provisions contained herein, DOSAL MARKETING merge with and into DOSAMAR (the "Merger"), with DOSAMAR as the surviving corporation in the Merger (as such, the "Surviving Corporation");

B. For federal income tax purposes, it is intended that the Merger qualify as a reorganization within the meaning of section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code");

NOW, THEREFORE, in consideration of the foregoing and the representations, warranties and covenants contained herein, the parties hereto hereby agree as follows:

1. **The Merger.** On the terms and subject to the conditions of this Plan of Merger, and in accordance with the Florida Business Corporation Act (the "FBCA"), at the Effective Date (as hereinafter defined), DOSAL MARKETING will be merged with and into DOSAMAR, whereupon the separate corporate existence of DOSAL MARKETING will cease and DOSAMAR will be the Surviving Corporation. From and after the Effective Date, the Surviving Corporation will possess all the rights, privileges and powers and will assume all of the liabilities, obligations and duties of DOSAL MARKETING. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date (i) all the rights, privileges, powers and franchises, of a public as well as of a private nature, and all property, real, personal and mixed, and all and every other interest belonging to or due to DOSAL MARKETING, shall continue to be held by or shall be taken and deemed to be transferred to, and vested in Surviving Corporation, without further act or deed, and (ii) all debts, liabilities, duties and obligations of DOSAL MARKETING shall continue to be or shall become the debts, liabilities duties and obligations of the Surviving Corporation without further act or deed, and neither the rights of creditors nor any liens upon the property of DOSAL MARKETING shall be impaired by the Merger.

2. **Effective Date.** As soon as practicable the Surviving Corporation shall file the Articles of Merger (the "Articles of Merger") with the Florida Department of State in accordance with the FBCA. Furthermore, the parties will make any other filings and recordings required under the FBCA. The Merger shall become effective as of the filing of the Articles of Merger with the Florida Department of State.

3. **Articles of Incorporation of Surviving Corporation.** From and after the Effective Date, the Articles of Incorporation of the Surviving Corporation will be the Articles of Incorporation of DOSAMAR as in effect immediately prior to the Effective Date, until further amended or restated in accordance therewith and the FBCA.

4. **Bylaws of Surviving Corporation.** From and after the Effective Date, the Bylaws of the Surviving Corporation will be the Bylaws of DOSAMAR as in effect immediately prior to the Effective Date, until further amended or restated in accordance therewith and the FBCA.

5. **Directors and Officers of Surviving Corporation.** From and after the Effective Date, the directors and officers of the Surviving Corporation will be the directors and officers of DOSAMAR immediately prior to the Effective Date, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

6. **Effect of Merger on the Stock of DOSAL MARKETING.** At the Effective Date, by virtue of the Merger and without any action from any holder of DOSAL MARKETING common stock, the holder(s) of common stock of DOSAL MARKETING shall have their shares converted, in the aggregate, into an equal number of shares of common stock of DOSAMAR. Without any further action on the part of DOSAL MARKETING or DOSAMAR each issued and outstanding share of the common stock of DOSAL MARKETING shall be canceled. In addition, each share of common stock of DOSAL MARKETING held in DOSAL MARKETING's treasury shall be canceled and retired.

7. **Tax Treatment.** Each of DOSAL MARKETING and DOSAMAR will use its reasonable best efforts to cause the Merger to qualify as a reorganization under the provisions of section 368(a)(1)(A) of the Code.

8. **Transfer and Gains Taxes.** DOSAL MARKETING and DOSAMAR will cooperate in the preparation, execution and filing of all returns, questionnaires, applications or other documents regarding any real property transfer or gains, sales, use, transfer, value added, stock transfer and stamp taxes, any transfer, recording registration and other fees and any similar taxes which become payable in connection with the transactions contemplated by this Plan of Merger, or other agreements contemplated herein.

9. **Authority of the Board of Directors of the Constituent Corporations.** Each of the Boards of Directors and the proper officers of DOSAL MARKETING and of the Surviving Corporation 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, papers and documents which shall be or become necessary, proper or convenient to carry out or to put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

10. **Amendments to the Plan of Merger.** This Plan of Merger may be amended by the Boards of Directors of the Constituent Corporations any time prior to the filing of the Articles of Merger with the State of Florida.

11. **Authority of Signatory.** Each signatory to this Plan of Merger represents and warrants that he or she possesses all necessary capacity and authority to act for, sign, and bind the respective entity on whose behalf he or she is signing.

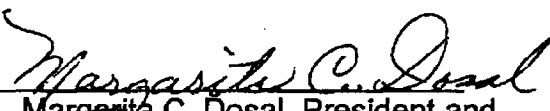
12. **Counterparts.** This Plan of Merger may be executed in multiple counterparts by DOSAL MARKETING and DOSAMAR, each of which counterparts shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

13. **Termination of Plan of Merger.** At any time prior to the filing of the Articles of Merger with the State of Florida, the Plan of Merger may be terminated by mutual consent of the Boards of Directors of the Constituent Corporations.

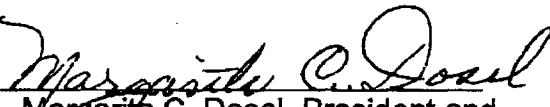
14. **Governing Law.** This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida without regard to conflicts of laws principles thereunder.

IN WITNESS WHEREOF, this Plan of Merger has been executed on behalf of the undersigned corporations by their authorized officers effective as of the 31st day of July, 2003.

DOSAL MARKETING CORPORATION

By:   
Margarita C. Dosal, President and  
Director

DOSAMAR CORPORATION

By:   
Margarita C. Dosal, President and  
Director