

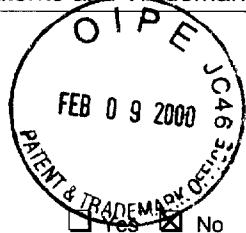
03-08-2000



101284547

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):
Creative Products Resource, Inc.

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

Name: Custom Cleaner, Inc.

Address: 15501 North Dial Blvd.

Additional names(s) of conveying party(ies)

Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

City: Scottsdale State/Prov.: Arizona

Country: USA ZIP: 85260-1619

Execution Date: August 4, 1999

Additional name(s) & address(es) Yes No

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

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

Patent Application No.	Filing date	B. Patent No.(s)
08/939,712	September 29, 1997	

Additional numbers

Yes No

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

Name: Marlana K. Titus

Registration No. 35,843

Address: Nash & Titus, LLC

3415 Brookeville Road

Suite 1000

City: Brookeville State/Prov.: MD

Country: USA ZIP: 20833

6. Total number of applications and patents involved: **1**

7. Total fee (37 CFR 3.41):.....\$ 40.00

Enclosed - Any excess or insufficiency should be credited or debited to deposit account

Authorized to be charged to deposit account

8. Deposit account number:

500867

03/08/2000 DNGUYEN 00000028 08939712

DO NOT USE THIS SPACE

9. Statement and signature. 40.00 DP

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.

Marlana K. Titus

Name of Person Signing

Marlana K. Titus

Signature

February 7, 2000

Date

6

Total number of pages including cover sheet, attachments, and

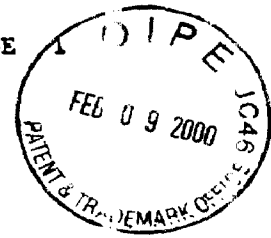
Oct. 21. 1999 11:26AM

FRIED, FRANK, ET AL

No. 0567 P. 2/6

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 MERGER, WHICH MERGES:
"DH MERGER SUB, INC." A DELAWARE CORPORATION
WITH AND INTO "CREATIVE PRODUCTS RESOURCE, INC." UNDER THE NAME OF "CUSTOM CLEANER, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2349985 8100M

991325219

No. 1253 P. 2/6

AUTHENTICATION: 9907503

DATE: 08-06-99

030 11:56:22 AM 6/21/99

Oct. 21. 1999 11:26AM FRIED, FRANK, ET AL

No. 056 P. 3/6

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 08/04/1999
 991325219 - 2349985

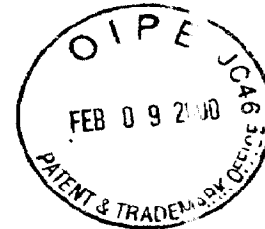
CERTIFICATE OF MERGER

OF

DH MERGER SUB, INC.

WITH AND INTO

CREATIVE PRODUCTS RESOURCE, INC.



The undersigned corporation does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
DH Merger Sub, Inc.	Delaware
Creative Products Resource, Inc.	Delaware

SECOND: That the Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation in the merger herein certified is Creative Products Resource, Inc., which will continue its existence as said surviving corporation under the name "Custom Clearer, Inc." upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

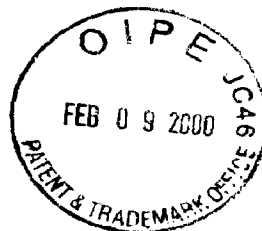
FOURTH: That the Certificate of Incorporation of Creative Products Resource, Inc. is to be amended and changed in its entirety by reason of the merger herein certified as set forth on Exhibit A attached hereto and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

9/8 P 0521 No. 1253 P. 3/6

050 08/04/99 2:46PM

Oct 21 1999 11:27AM FRIED, FRANK, ET AL

No. 0567 P. 4/6



FIFTH: The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 15501 N. Dial Blvd., Scottsdale, Arizona 85260-1619.

SIXTH: A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.

SEVENTH: The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on August 4, 1999.

Dated August 4, 1999.

CREATIVE PRODUCTS RESOURCE, INC.

/s/ Peter Corentino
 By: Peter Corentino
 Its: Vice President

11908

No. 1253 P. 4/6

2003. 6. 1999 CSC 448R

Oct. 21. 1999 11:27AM FRIED, FRANK, ET AL



No. 0567 P. 5/6

Exhibit A

**CERTIFICATE OF INCORPORATION
OF
CUSTOM CLEANER, INC.,
a Delaware corporation**

Pursuant to § 102 of the General Corporation Law
of the State of Delaware

The undersigned, in order to form a corporation pursuant to Section 102 of the
General Corporation Law of Delaware, does hereby certify:

FIRST: The name of the Corporation is:

CUSTOM CLEANER, INC.

SECOND: The address of the Corporation's registered office in the State of
Delaware is: 9 East Loocherman Street, in the City of Dover, County of Kent, Delaware. The
name of its registered agent at such address is Capitol Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity
for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority
to issue is 1,000 shares of Common Stock, par value \$.01 per share.

FIFTH: The name and mailing address of the Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
T.M. Benovich	32 Loocherman Sq. Suite L-100 Dover, Delaware 19901

SIXTH: The Board of Directors is expressly authorized to adopt, amend, or
repeal the by-laws of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless the by-
laws of the Corporation shall otherwise provide.

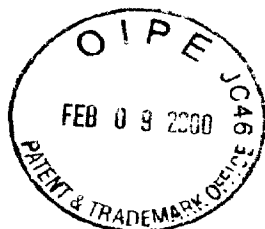
31900

No. 1253 P. 5/6

Aug 6 1999 2:48PM CSC

Oct. 21. 1999 11:27AM FRIED, FRANK, ET AL

No. 0587 P. 6/6



EIGHTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended. Any repeal or modification of this Article EIGHTH by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

No. 1253 P. 6/6

Aug. 6 1999 2:46PM CSC