

03-07-02

03-21-2002

Express Mail Number: EL 501 742 820 US



102025058

4 COVER SHEET

PATENTS ONLY

Attorney Docket Number
3057-308-999

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
Box Assignment
Washington, DC 20231

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): <u>P.T.C. Brands, Inc.</u> <u>3.6.02</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): Name: <u>The Pinkerton Tobacco Company</u> Address: <u>Concord Plaza</u> <u>3411 Silverside Road</u> <u>204B Weldin Building</u> <u>Wilmington, Delaware 19810</u> Country (if other than USA): _____	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>January 1, 2002</u>		4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) _____ B. Patent No.(s) <u>See attached schedule.</u> Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: PENNIE & EDMONDS LLP 1155 Avenue of Americas New York, N.Y. 10036-2711		6. Number of applications and patents involved: <u>6</u> 7. Total fee (37 CFR 3.41):.....\$ <u>165.00</u> Please charge to the deposit account listed in Section 8. 8. Deposit account number: <u>16-1150</u>	
DO NOT USE THIS SPACE			
9. Statement and signature. <i>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.</i> <u>Jennifer A. Hamilton, Esq.</u> <u>March 6, 2002</u> Name of Person Signing Reg. No. Signature Date Total number of pages including cover sheet: <u>5</u>			

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

03/21/2002 GTDN11 00000017 161150 4528993

01 FC:581 240.00 CH

NY2 - 1293617.1

PATENT
REEL: 012683 FRAME: 0381

Patent Schedule

<u>Title</u>	<u>Patent No.</u>	<u>Patent Date</u>
Process for Producing Moist Snuff	4528993	July 16, 1985
Smokeless Tobacco Product	4545392	Oct. 8, 1985
Dry Premix for Moist Snuff	4660577	April 28, 1987
Process of Making Tobacco Pellets	4513756	April 30, 1985
Chewable Tobacco Based Product	4624269	Nov. 25, 1986
Design for Lidded Container	D452151	Dec. 18, 2001

NY2 - 1274425.1

State of Delaware
Office of the Secretary of State PAGE 1

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:

"P.T.C. BRANDS, INC.", A DELAWARE CORPORATION,

"SMNA FINANCIAL CORPORATION", A DELAWARE CORPORATION,

"STERLING TOBACCO COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "THE PINKERTON TOBACCO COMPANY" UNDER THE NAME OF "THE PINKERTON TOBACCO COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2001, AT 9:45 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.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2159366 8100M

AUTHENTICATION: 1474935

010608325

DATE: 11-30-01

PATENT
REEL: 012683 FRAME: 0383

**CERTIFICATE OF MERGER
OF
P.T.C. BRANDS, INC.
AND
STERLING TOBACCO COMPANY
AND
SMNA FINANCIAL CORPORATION
INTO
THE PINKERTON TOBACCO COMPANY**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

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

Sterling Tobacco Company	Delaware
P.T.C. Brands, Inc.	Delaware
SMNA Financial Corporation	Delaware
The Pinkerton Tobacco Company	Delaware

SECOND: That a Plan of Reorganization has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with § 251.

THIRD: That this merger is to take place and become effective on January 1, 2002.

FOURTH: That upon the effective date of this merger, each share of stock of Sterling Tobacco Company, P.T.C. Brands, Inc., and SMNA Financial Corporation shall cease to be outstanding and shall be cancelled and these corporations will cease to exist as separate corporate entities.

FIFTH: That the name of the surviving corporation of the merger is The Pinkerton Tobacco Company.

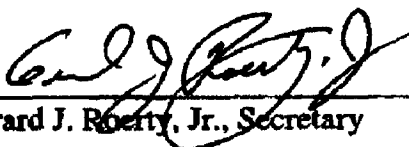
SIXTH: That the certificate of incorporation of The Pinkerton Tobacco Company, a Delaware corporation, the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

SEVENTH: That the executed Plan of Reorganization is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 103 Springer Building, 3411 Silverside Road, Wilmington, DE 19810.

EIGHTH: That the surviving corporation upon request will furnish a copy of the Plan of Reorganization.

IN WITNESS WHEREOF, The Pinkerton Tobacco Company has caused the Certificate to be signed by Gerard J. Roerty, Jr., its authorized officer, this 8th day of November, 2001.

THE PINKERTON TOBACCO COMPANY

By: 
Gerard J. Roerty, Jr., Secretary