

05-15-2002



FILE NO. O116 Gen. - 067499.0101

RECORDATION FORM COVER SHEET
PATENTS ONLY

102090970

U.S. DEPARTMENT OF COMMERCE
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): Nimslo Corporation Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 4-25-02	2. Name and address of receiving party(ies) Name: Timex Enterprises, Inc. Address: Park Road Extension City: Middlebury State: CT Zip: 06762 Additional name(s) and address(es) attached? Country: USA <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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: August 31, 1995	

4. Application number(s) or patent number(s) **U.S. Patent No. 4,869,946, issued September 26, 1989.**

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)

Additional numbers attached?

☐ Yes☒ No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Richard G. Berkley BAKER BOTTS L.L.P. 30 Rockefeller Plaza - 44 Fl. New York, NY 10112	6. Total number of applications and patents involved: 1
	7. Total fee (37 CFR 3.41): \$ [fee already paid] <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account
	8. Deposit account number : 02-4377 (Charge any additional fees to this account) (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature	
<i>To the best of my knowledge and belief, the foregoing instrumentation is true and correct and any attached copy is a true copy of the original document.</i>	
RICHARD G. BERKLEY _____ Name of Person Signing	 _____ Signature
	April 25, 2002 _____ Date

Page ____ of ____

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

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:

"NIMSLO CORPORATION", A GEORGIA CORPORATION,

WITH AND INTO "TIMEX ENTERPRISES, INC." UNDER THE NAME OF "TIMEX ENTERPRISES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 1995, AT 2:30 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

7630199

DATE:

09-06-95

PATENT

REEL: 012875 FRAME: 0800

2109280 8100M

950198784

CERTIFICATE OF MERGER

Merging

Nimslo Corporation
(a Georgia corporation)

into and with

Timex Enterprises, Inc.
(a Delaware corporation)

Pursuant to Section 252(c) of the General
Corporation Law of the State of Delaware
and Article 11 of the Business Corporation
Code of the State of Georgia

Timex Enterprises, Inc., a corporation organized
and existing under the laws of the State of Delaware
("Timex"), DOES HEREBY CERTIFY that:

FIRST: Timex is a corporation organized and
existing under the laws of that State of Delaware. Nimslo
Corporation ("Nimslo") is a corporation organized and
existing under the laws of the State of Georgia.

SECOND: An Agreement of Merger dated as of
August 31, 1995 (the "Agreement of Merger"), providing for
the merger of Nimslo into and with Timex (the "Merger"), has
been approved, adopted, certified, executed and acknowledged
by Timex and by Nimslo in accordance with Section 252(c) of
the General Corporation Law of the State of Delaware and
Section 14-2-1105 of the Business Corporation Code of the
State of Georgia, and the Agreement of Merger has been
approved and adopted by unanimous written consent of the
stockholder of Timex in accordance with Section 228 of the
General Corporation Law of the State of Delaware and by the
unanimous written consent of the stockholder of Nimslo in
accordance with Section 14-2-704 of the Georgia Business
Corporation Code.

THIRD: Timex is the surviving corporation in the
Merger (the "Surviving Corporation") and shall continue
under the name Timex Enterprises, Inc.

FOURTH: The certificate of incorporation of
Timex, as now in force and effect, shall continue to be the

certificate of incorporation of the Surviving Corporation until altered, amended or repealed thereafter in accordance with the provisions thereof and of applicable law.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, at Park Road Extension, Middlebury, Connecticut 06762.

SIXTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Timex or Nimslo.


SEVENTH: The authorized capital stock of Nimslo consists of 5,000,000 shares of Common Stock, par value \$1.00 per share.

EIGHTH: This Certificate of Merger and the Merger shall become effective at 9:00 a.m., on September 1, 1995.

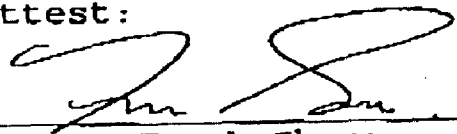
NINTH: This constitutes an undertaking by the Surviving Corporation that the request for publication of a notice of filing of this Certificate of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Business Corporation Code of the State of Georgia.

IN WITNESS WHEREOF, Timex Enterprises, Inc. has caused this Certificate of Merger to be signed by its officer thereunto duly authorized and attested by its Secretary this 31st day of August, 1995.

TIMEX ENTERPRISES, INC.

By: 
Name: Rudy DeAngelis
Title: Vice President and
Chief Financial
Officer

Attest:


Name: Frank Sherer
Title: Vice President and
Secretary