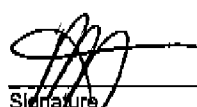
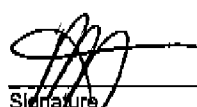
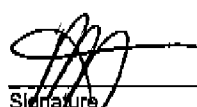


Substitute Form PTO-1595  
 Attorney Docket No.: 11649-002003  
 Client's Ref. No.: MGH 1238.1

## RECORDATION FORM COVER SHEET PATENTS ONLY

Commissioner for Patents: Please record the attached original document(s) or copy(ies).				
1. Name of conveying party(ies): <b>Freedom-2, Inc.</b> Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies):  <b>Craig A. Drill          767 Fifth Avenue, 50th Floor          New York, New York 10153          United States of America</b>  Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:  Execution Date: 08/19/04	4. Application number(s) or patent number(s): If this document is being filed with a new application, the execution date of the application is: A. Patent Application No(s).: <b>10/387,429</b> B. Patent No(s).:  Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name/address of party to whom correspondence concerning document should be mailed:  <b>JANICE L. KUGLER          Fish &amp; Richardson P.C.          225 Franklin Street          Boston, MA 02110-2804</b>	6. Total number of applications/patents involved: <b>1</b>  7. Total fee (37 CFR §3.41): <b>\$40</b> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to charge Deposit Account.  8. Deposit Account No.: <b>06-1050</b> Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.			
<b>DO NOT USE THIS SPACE</b>				
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>  <table style="width: 100%;"> <tr> <td style="width: 33%; vertical-align: bottom;">           Janice L. Kugler            Reg. No. 50,429            Name of Person Signing         </td> <td style="width: 33%; text-align: center; vertical-align: bottom;">             Signature         </td> <td style="width: 33%; text-align: right; vertical-align: bottom;">           9/28/2004            Date         </td> </tr> </table>		Janice L. Kugler Reg. No. 50,429 Name of Person Signing	 Signature	9/28/2004 Date
Janice L. Kugler Reg. No. 50,429 Name of Person Signing	 Signature	9/28/2004 Date		
Total number of pages including coversheet, attachments and document: 27				

20944870.doc

### CERTIFICATE OF TRANSMISSION BY FACSIMILE

I hereby certify that this correspondence is being transmitted by facsimile to the Patent and Trademark Office on the date indicated below.

9/28/2004  
 Date of Transmission

  
 Signature

Janice L. Kugler  
 Type Print Name on Signing Certificate  
**PATENT**

Attorney's Docket No.: 11649-002001 / MGH 1236.0

## IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : Richard R. Anderson et al.      Art Unit : 1755  
Serial No. : 09/197,105      Examiner : Helene Klemanski  
Filed : November 20, 1998  
Title : PERMANENT, REMOVABLE TISSUE MARKINGS

Commissioner for Patents  
P.O. Box 1450  
Alexandria, VA 22313-1450

DECLARATION OF CRAIG A. DRILL

I, Craig A. Drill, declare as follows:

1. Smart Tattoos, Inc. was incorporated as a Delaware corporation on April 8, 1998 (Exhibit A). A Certificate of Amendment was filed with the State of Delaware on March 9, 1999, changing the name of the corporation to Freedom-2, Inc. ("F2I") (Exhibit B).
2. Since the incorporation of F2I, I was the sole beneficial stockholder of F2I (Exhibit C), and I served as the sole director and president (Exhibit D). As such, I am knowledgeable about all corporate affairs of Freedom-2, Inc.
3. Susanna K. Mlynarczyk and I are listed among the inventors of the subject matter described in United States Patent Application No. 09/197,105, filed on November 20, 1998, titled "Permanent, Removable Tissue Markings" ("the '105 Application").
4. On May 7<sup>th</sup>, 1999, Susanna K. Mlynarczyk and I assigned our interest as inventors in the '105 Application to Freedom-2, Inc. Documents evidencing the assignment were recorded in the United States Patent and Trademark Office on May 17, 1999 at Reel 009963, Frame 0600.

5. On October 18<sup>th</sup>, 1999, acting in my capacities as sole stockholder and sole director of Freedom-2, Inc., I caused Freedom-2, Inc. to be dissolved in accordance with the applicable provisions of the Delaware General Corporation Law (Exhibit E).
6. Pursuant to a stockholder's resolution (Exhibit D) and in accordance with Delaware law, after payment of any unsatisfied creditors, any and all of the remaining assets of the Delaware corporation named Freedom-2, Inc., including, but not limited to, all intellectual property rights, passed to me as the sole stockholder. There were no unsatisfied creditors at the time of liquidation, so all assets of Freedom-2, Inc. passed to me.
7. This included an undivided right in the inventions described in the '105 Application, and any and all foreign and U.S. applications that claim priority to the '105 application, including but not limited to the following applications:

USSN	Filing Date
10/340,407	1/10/2003
10/387,429	3/14/2003
10/387,404	3/14/2003

8. Therefore, I hold an undivided right in the inventions described in the '105 Application, and any and all foreign and U.S. applications that claim priority to the '105 application, including but not limited to the applications listed in paragraph 7 above.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Date: 19 August, 2004

Signed: Craig A. Drill  
Craig A. Drill

List of Exhibits

- A: Certificate of Incorporation of Smart Tattoos, Inc., April 8, 1998
- B: Certificate of Amendment Changing Name to Freedom-2, Inc., March 9, 1999
- C: Election by a Small Business Concern of Freedom-2, Inc., June 9, 1999
- D: Consent of the Sole Director to Dissolution of Freedom-2, Inc., October 7, 1999
- E: Certificate of Dissolution of Freedom-2, Inc., October 19, 1999

**EXHIBIT A**

PAGE 1

*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 "SMART TATTOOS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF APRIL, A.D. 1998, AT 1:01 O'CLOCK P.M.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

2881765 8100

981135205

AUTHENTICATION:

DATE: PATENT 9018209  
REEL: 015194 FRAME: 0057

08/19/2004 14:52

NO.081 0003

## CERTIFICATE OF INCORPORATION

OF

SMART TATTOOS, INC.

FIRST: The name of the Corporation is Smart Tattoos, Inc.

SECOND: The registered office of the Corporation in the State of Delaware is to be located at 1209 Orange Street, Wilmington, New Castle County. Its registered agent at such address is The Corporation Trust Company.

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

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) designated as common stock and the par value of each such share of common stock is One Cent (\$.01), amounting in the aggregate to Ten Dollars (\$10).

FIFTH: The name of the incorporator is Olajide Bossman and his mailing address is One Battery Park Plaza, New York, New York 10004.

SIXTH: All corporate powers of the Corporation shall be exercised by or under the direction of the board of directors except as otherwise provided herein or by law.

In furtherance and not in limitation of the powers conferred by law the board of directors is expressly authorized:

- (i) to fix, abolish, determine and vary from time to time the amount or amounts to be set apart as reserves;
- (ii) to adopt, amend and repeal by-laws of the Corporation;
- (iii) to authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real or personal property of the Corporation;
- (iv) from time to time to determine whether and to what extent, at what time and place, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of any stockholder; and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by statute or by-law or as authorized by resolution of the stockholders or board of directors;
- (v) to authorize the payment of compensation to the directors for services to the Corporation,



including fees for attendance at meetings of the board of directors or of any committee thereof and/or salaries for serving as such directors or committee members, and to determine the amount of such compensation;

- (vi) from time to time to formulate, establish, promote and carry out, and to amend, alter, change, revise, recall, repeal or abolish, a plan or plans for the participation by all or any of the employees, including directors and officers, of the Corporation, or of any corporation, company, association, trust or organization in which or in the welfare of which the Corporation has any interest, and those actively engaged in the conduct of the Corporation's business, in the profits, gains or business of the Corporation or of any branch or division thereof, as part of the Corporation's legitimate expenses, and/or for the furnishing to such employees, directors, officers or persons, or any of them, at the Corporation's expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, social

services, recreation or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as the board of directors shall determine; and (vii) to authorize the guaranty by the Corporation of securities, evidences of indebtedness and obligations of other persons, firms, associations and corporations.

SEVENTH: 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, except for liability (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 Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting 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 Delaware General Corporation Law, as so amended. Any repeal or modification of this Article SEVENTH by the stockholders of the

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NO.081 0007

Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: Subject to Article SEVENTH, no person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith, if such person (i) exercised or used the same degree of diligence, care and skill as an ordinarily prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the Corporation, or upon statements made or information furnished by officers or employees of the Corporation which he had reasonable grounds to believe to be true, or upon a financial statement of the Corporation prepared by an officer or employee of the Corporation in charge of its accounts or certified by a public accountant or firm of public accountants.

NINTH: Any contract, transaction or act of the Corporation or of the board of directors which shall be approved or ratified by a majority of a quorum of the stockholders entitled to vote at any meeting shall be as valid and binding as though approved or ratified by every stockholder of the Corporation; but any failure of the stock-

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holders to approve or ratify such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or to deprive the Corporation, its directors or officers of their right to proceed with such contract, transaction or act.

TENTH: Every person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent legally permissible under the General Corporation Law of the State of Delaware, as amended from time to time, against all expenses, liabilities and losses (including attorneys' fees, judgments, fines and amounts paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may

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NO. 081 0009

have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by-laws, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article.

The board of directors may adopt by-laws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Delaware, as amended from time to time, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person against such liability.

ELEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or

stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

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

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THIRTEENTH: Any director or the entire board of directors may be removed, with or without cause, at any time by the holders of a majority of the shares then entitled to vote at an election of directors, and the vacancy in the board of directors caused by such removal may be filled by the stockholders at the time of such removal.

FOURTEENTH: 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, directors and other persons herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate this <sup>7<sup>th</sup></sup> day of April, 1998.



Olajide Bossman

**EXHIBIT B**



## 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 AMENDMENT OF "SMART TATTOOS, INC.", CHANGING ITS NAME FROM "SMART TATTOOS, INC." TO "FREEDOM - 2, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2881765 8100

991090792

AUTHENTICATION:

9618765

DATE: PATENT

REEL: 015194 FRAME: 0068

08/19/2004

14:52

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
SMART TATTOOS, INC.**

Pursuant to Section 242 of the  
Delaware General Corporation Law

It is hereby certified that:


1. The name of the Corporation (hereinafter called the "Corporation") is Smart Tattoos, Inc. The date of incorporation is April 8, 1998

2. The certificate of incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the corporation is Freedom - 2, Inc."

3. The amendment of the certificate of incorporation herein certified has been duly adopted by the board of directors and stockholders of the Corporation in accordance with the provisions of Sections 141 (b), 228 and 242, respectively, of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have made, signed and subscribed this Certificate of Amendment this 8th day of March 1999, and affirm that the statements contained herein are true under penalties of perjury.

  
Craig A. Dril, President

0000042846.1

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/09/1999  
991090792 - 2881765

**EXHIBIT C**

Form **2553**  
(Rev. September 1996)Department of the Treasury  
Internal Revenue Service**Election by a Small Business Corporation**  
(Under section 1362 of the Internal Revenue Code)  
► For Paperwork Reduction Act Notice, see page 1 of instructions.  
► See separate instructions.

OMB No. 1545-0148

- Notes: 1. This election to be an S corporation, can be accepted only if all the tests are met under Who May Elect on page 1 of the instructions; all signatures in Parts I and III are originals (no photocopies); and the exact name and address of the corporation and other required form information are provided.
2. Do not file Form 1120S, U.S. Income Tax Return for an S Corporation, for any tax year before the year the election takes effect.
3. If the corporation was in existence before the effective date of this election, see Taxes an S Corporation May Owe on page 1 of the instructions.

Please Type or Print	<b>Part I Election Information</b>		<b>A Employer identification number</b>
	Name of corporation (see instructions) Freedom - 2, Inc.		<b>Applied For</b>
	Number, street, and room or suite no. (If a P.O. box, see instructions.) 767 Fifth Avenue		<b>B Date incorporated</b>
	City or town, state, and ZIP code New York, New York 10153		<b>C State of incorporation</b> Delaware
<b>D</b>	Election is to be effective for tax year beginning (month, day, year) .....		<b>F Telephone number of officer or legal representative</b> 212-986-1116
<b>E</b>	Name and title of officer or legal representative who the IRS may call for more information George N. Abrahams, Esq.		

- G** If the corporation changed its name or address after applying for the EIN shown in A above, check this box ☐
- H** If this election takes effect for the first tax year the corporation exists, enter month, day, and year of the earliest of the following: (1) date the corporation first had shareholders, (2) date the corporation first had assets, or (3) date the corporation began doing business .....
- I** Selected tax year: Annual return will be filed for tax year ending (month and day) ► 12/31  
If the tax year ends on any date other than December 31, except for an automatic 52-53-week tax year ending with reference to the month of December, you must complete Part II on the back. If the date you enter is the ending date of an automatic 52-53-week tax year, write "52-53-week year" to the right of the date. See Temporary Regulations section 1.441-2T(e)(3).

J Name and address of each shareholder, shareholder's spouse having a community property interest in the corporation's stock, and each tenant in common, joint tenant, and tenant by the entirety. (A husband and wife (and their estates) are counted as one shareholder in determining the number of shareholders without regard to the manner in which the stock is owned.)	K Shareholders' Consent Statement. Under penalties of perjury, we declare that we consent to the election of the above-named corporation to be an S corporation under section 1362(a) and that we have examined this consent statement, including accompanying schedules and statements, and to the best of our knowledge and belief, it is true, correct, and complete. We understand our consent is binding and may not be withdrawn after the corporation has made a valid election. (Shareholders sign and date below.)		L Stock owned		M Social security number or employer identification number (see instructions)	N Shareholder's tax year ends (month and day)
	Signature	Date	Number of shares	Dates acquired		
Craig A. Drill 767 Fifth Avenue New York, New York 10153	Craig A. Drill	6/9/99	100		353-34-7632	12/31

Under penalties of perjury, I declare that I have examined this election, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of officer ► Craig A. Drill Title ► President

Date ► 6/9/99

See Parts II and III on back.

Form 2553 (Rev. 9-96)

**EXHIBIT D**

**WRITTEN CONSENT  
OF THE  
SOLE DIRECTOR  
OF  
FREEDOM - 2, INC.**

The undersigned, being the sole director of Freedom - 2, Inc. (the "Corporation"), a Delaware corporation, acting pursuant to Section 141 of the Delaware General Corporation Law, does hereby consent in writing in lieu of a meeting to the adoption of the following resolutions and the taking of all actions permitted thereby:

RESOLVED, that the Corporation shall hereby be dissolved and liquidated and all necessary documents and instruments, including but not limited to the Certificate of Dissolution, be filed with the Secretary of State of the State of Delaware; and be it further

RESOLVED, that all prior acts taken by the Corporation in connection with the dissolution and liquidation of the Corporation be, and they hereby are, ratified and approved in all respects; and be it further

RESOLVED, that the Board of Directors of the Corporation and the proper officers thereof are hereby authorized and directed to proceed promptly to wind up the affairs of the Corporation, to collect and reduce to possession its assets, to pay or provide for its liabilities, and to distribute the remaining assets, subject to all remaining liabilities to the shareholders of the Corporation; and be it further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, directed and empowered to do and perform all such other acts and things, and to sign such other documents and instruments and to take all such other steps as each of them shall upon the advice of counsel, deem necessary and appropriate or convenient and proper to carry out the intent of the foregoing resolutions.

**CERTIFICATE OF DISSOLUTION  
BY DIRECTORS AND VOTE OF SHAREHOLDERS**

It is hereby certified that:

1. The name of the corporation (the "corporation") is Freedom - 2, Inc.  
The name under which the company was formed was Smart Tattoos, Inc.  
The date of incorporation is April 8, 1998.
2. The dissolution of said Freedom - 2, Inc. has been duly authorized by the Board of Directors and stockholders of the corporation in accordance with subsection (c) of Section 275 of the General Corporation Law of the State of Delaware.
3. The date the dissolution was authorized is October 7, 1999.
4. The following is a list of the names and addresses of the directors of the corporation:

NAME

ADDRESS

Craig A. Drill

767 Fifth Avenue, New York, NY 10153

5. The following is a list of the names and addresses of the officers of the corporation:

NAME

OFFICE

ADDRESS

Craig A. Drill

President

767 Fifth Avenue  
New York, NY 10153



Craig A. Drill, President

IN WITNESS WHEREOF, the undersigned have executed this instrument and direct  
that it be filed with the minutes of the Corporation as of the 7th day of October, 1999.

  
\_\_\_\_\_  
Craig A. Drill



**EXHIBIT E**

*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 DISSOLUTION OF "FREEDOM - 2, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2881765 8100

991441138

AUTHENTICATION:

PATENT

REF: 015194 ERAME: 0077

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 10/18/1999  
991441138 - 2881765

**CERTIFICATE OF DISSOLUTION  
BY DIRECTORS AND VOTE OF SHAREHOLDERS**

It is hereby certified that:

1. The name of the corporation (the "corporation") is Freedom - 2, Inc.  
The name under which the company was formed was Smart Tattoos, Inc.  
The date of incorporation is April 8, 1998.
2. The dissolution of said Freedom - 2, Inc. has been duly authorized by the Board of Directors and stockholders of the corporation in accordance with subsection (c) of Section 275 of the General Corporation Law of the State of Delaware.
3. The date the dissolution was authorized is October 7, 1999.
4. The following is a list of the names and addresses of the directors of the corporation:

NAME

ADDRESS

Craig A. Drill

767 Fifth Avenue, New York, NY 10153

5. The following is a list of the names and addresses of the officers of the corporation:

NAME


OFFICE

ADDRESS

Craig A. Drill

President

767 Fifth Avenue  
New York, NY 10153

  
\_\_\_\_\_  
Craig A. Drill, President