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Attorney Docket No. MRLH.58638

FORM PTO-1594

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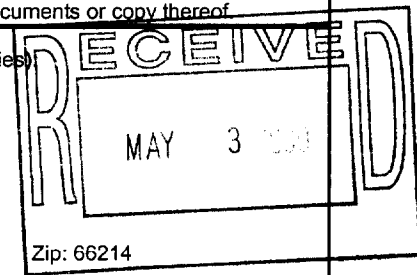


U.S. DEPT. OF COMMERCE

PATENT AND TRADEMARK OFFICE

101037383

To The Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof



<p>1. Name of conveying party(ies): The Marley-Wylain, Inc.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation--State-Delaware  <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached?  <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <hr/> <p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment                              <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement   <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other: <u>Statement of Unanimous Consent</u></p> <p>Execution Date: September 1, 1987</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: The Marley Company</p> <p>Internal Address:</p> <p>Street Address: 9650 Alden</p> <p>City: Kansas City      State: MO      Zip: 66214</p> <p><input type="checkbox"/> Individual(s) citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation--State of Delaware  <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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4. Application number(s) or registration number(s):	
A. Trademark Application No(s):	B. Trademark Registration No(s): 1,117,191
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Richard R. Johnson</p> <p>Internal Address: Shook, Hardy &amp; Bacon L.L.P. One Kansas City Place</p> <p>Street Address: 1200 Main Street</p> <p>City: Kansas City</p> <p>State: Missouri</p> <p>Zip: 64105-2118</p>	<p>6. Total number of applications and registrations involved ..... 1</p> <hr/> <p>7. Total fee (37 CFR 3.41) ..... \$40.00</p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <hr/> <p>8. Deposit Account No.: 19-2112  (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

9. Statement and signature.

*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.*

Richard R. Johnson, Reg. No. 27,452		April 29, 1999
Name of person signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 4

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

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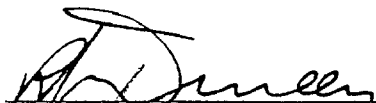
STATEMENT OF UNANIMOUS CONSENT  
TO ACTION TAKEN IN LIEU OF A MEETING  
OF THE BOARD OF DIRECTORS OF  
THE MARLEY-WYLAIN COMPANY  
(September 1, 1987)


The undersigned, constituting all of the directors of The Marley-Wylain Company, a Delaware corporation, do each hereby severally and collectively consent to the adoption of the following resolutions:

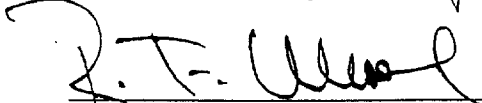
RESOLVED, that this board of directors hereby authorizes and recommends to the sole stockholder of this corporation the transfer to The Marley Company of all of the properties, assets and business of this corporation in exchange for (1) The Marley Company's agreement to assume and discharge the debts of this corporation and (2) the surrender for redemption by The Marley Company of all of the issued and outstanding shares of stock of this corporation (except for one share which shall remain outstanding solely for the purpose of preserving the legal existence of this corporation) in a transaction subject to Section 332 of the Internal Revenue Code of 1986 as amended.

FURTHER RESOLVED, that, subject to the approval of the aforesaid resolution by the sole stockholder of the corporation, the appropriate officers of this corporation be, and each of them hereby is, authorized and empowered to take any action such officers, may deem reasonably necessary to carry out the intent and purpose of the foregoing resolutions including but not limited to entering into, executing and delivering for, in the name of and on behalf of this corporation, such agreements and other documents as such officers deem reasonably necessary or appropriate to carry out the intent and purpose of the foregoing resolutions, such agreements and documents to be in such form and upon such terms as shall be approved by the officers executing them, the execution of such documents to constitute conclusive evidence of their approval of the form and terms thereof.

IN WITNESS WHEREOF, the undersigned have executed this Statement of Unanimous Consent to Action as of the 1st day of September, 1987.

  
\_\_\_\_\_  
R. J. Dineen

  
\_\_\_\_\_  
E. P. Mitlyng

  
\_\_\_\_\_  
R. F. Wrobel

STATEMENT OF UNANIMOUS CONSENT  
TO ACTION TAKEN IN LIEU OF A  
MEETING OF THE STOCKHOLDERS OF  
THE MARLEY-WYLAIN COMPANY

(September 1, 1987)

The undersigned, constituting the sole stockholder of The Marley-Wylain Company, a Delaware corporation, does hereby consent to the adoption of the following resolutions:

RESOLVED, that the transfer of substantially all of the properties, assets and business of this corporation to, its sole stockholder, The Marley Company in exchange for (1) The Marley Company's agreement to assume and discharge the debts of this corporation and (2) the surrender for redemption by The Marley Company of all of the issued and outstanding shares of stock of the corporation (except for one share which shall remain outstanding solely for the purpose of preserving the legal existence of this corporation) in a transaction subject to Section 332 of the Internal Revenue Code of 1986 as amended be, and it hereby is, authorized and approved.

FURTHER RESOLVED, that the appropriate officers of this corporation be, and each of them hereby is authorized and empowered to determine on behalf of this corporation the debts, liabilities, and obligations and property and assets of this corporation to be transferred to The Marley Company pursuant to the foregoing resolution.

IN WITNESS WHEREOF, the undersigned have executed this Statement of Unanimous Consent to Action as of the 1st day of September, 1987.

The Marley Company

By   
R. J. Dineen, President

THE MARLEY-WYLAIN COMPANY

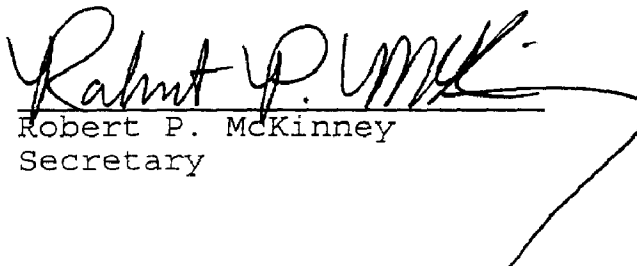
SECRETARY'S CERTIFICATE

I, Robert P. McKinney, Secretary of The Marley-Wylain Company, a Delaware corporation (the "Corporation"), hereby certify that:

1. Attached hereto as Exhibit A is a true and correct copy of unanimous consent resolutions adopted by the Board of Directors of the Corporation on September 1, 1987, and that said resolutions are in full force and effect as of the date hereof;
2. Attached hereto as Exhibit B is a true and correct copy of unanimous consent resolutions taken by the sole stockholder of the Corporation on September 1, 1987, and that said resolutions are in full force and effect as of the date hereof;

IN WITNESS WHEREOF, I HAVE SIGNED this Certificate at the City of Charlotte, State of North Carolina, this 14th day of April, 1998.

THE MARLEY-WYLAIN COMPANY

  
Robert P. McKinney  
Secretary