

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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):

Thompson Medical Company, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State of New York Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/31/2000

2. Name and address of receiving party(ies)

Name: The Delaco Company

Internal Address:

Street Address: 103 Foulk Road, Suite 202

City: Wilmington State: DE Zip: 19803

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State of Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) See attached schedule

Additional number(s) attached Yes No

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

Name: Jeffrey C. Katz

Internal Address: c/o Davis & Gilbert LLP

Street Address: 1740 Broadway

City: New York State: NY Zip: 10018

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41) \$ 290.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

502293

DO NOT USE THIS SPACE

9. Signature.

Jeffrey C. Katz

Name of Person Signing

Signature

July 16, 2004

Date

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

6

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

SCHEDULE

Mark	Reg. No.	Reg. Date
CONTROL-30	0710168	01/24/61
SILHOUETTE	0830946	06/27/67
BRAN-SLIM (stylized)	1152098	04/28/81
COFFEE, TEA & A NEW ME	1170879	09/29/81
PROLAMINE	1203323	08/03/82
TRIBIOTIC	1430837	03/03/87
BAN SMOKE	1432666	03/17/87
SLEEPWELL 2-nite (stylized)	1441613	06/02/87
TRIBIOTIC PLUS	1485933	04/26/88
BEST DEFENSE	2079492	07/15/97
SLEEPWELL	2293017	11/16/99

Delaware

PAGE 1

The First State

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:

"THOMPSON MEDICAL COMPANY, INC.", A NEW YORK CORPORATION, WITH AND INTO "THE DELACO COMPANY" UNDER THE NAME OF "THE DELACO COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3334441 8100M

AUTHENTICATION: 3233771

040518146

DATE: 07-14-04

TRADEMARK
REEL: 002895 FRAME: 0832

CERTIFICATE OF MERGER
OF
THOMPSON MEDICAL COMPANY, INC.
WITH AND INTO
THE DELACO COMPANY

(Pursuant to Section 251 of the General Corporation Law of the State of Delaware)

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

DOES HEREBY CERTIFY AS FOLLOWS:

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

NAME	STATE OF INCORPORATION
The Delaco Company	Delaware
Thompson Medical Company, Inc.	New York

SECOND: An Agreement and Plan of Merger by and between The Delaco Company and Thompson Medical Company, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of sections 141(f), 228(a) and 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is The Delaco Company, a Delaware corporation.

FOURTH: The Certificate of Incorporation of The Delaco Company, as in effect immediately prior to the effective time of the merger shall be the Certificate of Incorporation of the surviving corporation, until thereafter changed or amended as provided therein or by applicable law.

FIFTH: The executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is at 103 Foulk Road, Suite 202, Wilmington, Delaware 19803.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.


SEVENTH: The authorized capital stock of Thompson Medical Company, Inc., the sole foreign corporation which is a party to the merger, is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Common	7,000,000	\$0.10

EIGHTH: That this Certificate of Merger shall become effective at the close of business on December 31, 2000.

IN WITNESS WHEREOF, The Delaco Company has caused this Certificate of Merger to be executed as of December 29, 2000.

The Delaco Company

By: 
 Name: Eliot Lauer
 Title: President