

MND

07-22-1999



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To the Honorable Commissioner of Patents at

101099153

original documents or copy thereof.

1. Name of conveying party(ies):

OSi Specialties, Inc.

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

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

2. Name and address of receiving party(ies):

Name: OSi Specialties Holding Company

Internal Address: _____

Street Address: One American Lane

City Greenwich State CT ZIP 06831

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 22, 1998

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

A. Trademark Application No.(s)

75/316049 SPUR

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Margaret Raft Day

Internal Address: Nitco Corporation
Law Department

Street Address: One American Lane

City: Greenwich State: CT ZIP 06831

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ _____

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 23-2656

(Attach duplicate copy of this page if paying by deposit account)

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.

Margaret Raft Day
Name of Person Signing

Margaret Raft Day
Signature

7/13/99
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

07/22/1999 MTHAI1 00000036 232656 75316049

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Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

TRADEMARK

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 OWNERSHIP, WHICH MERGES:

"OSI SPECIALTIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "OSI SPECIALTIES HOLDING COMPANY" UNDER THE NAME OF "OSI SPECIALTIES HOLDING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

2388533 8100M

991075865



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

Edward J. Freel, Secretary of State
9599352

AUTHENTICATION: 02-26-99

DATE:

TRADEMARK
REEL: 001931 FRAME: 0427

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**OSI SPECIALTIES, INC.
(a Delaware Corporation)**

INTO

**OSI SPECIALTIES HOLDING COMPANY
(a Delaware Corporation)**

It is hereby certified that:

- 1. OSi Specialties Holding Company (hereinafter referred to as the "Corporation") is a business corporation of the State of Delaware.**
- 2. The Corporation is the owner of all of the outstanding shares of the stock of OSi Specialties, Inc., which is also a business corporation of the State of Delaware.**
- 3. On December 2, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge OSi Specialties, Inc., into the Corporation:**

RESOLVED, that OSi Specialties, Inc. be merged into this Corporation, under and in accordance with Section 253 of the General Corporation Law of the State of Delaware, and that all of the estate, property, rights, privileges, powers and franchises of OSi Specialties, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by OSi Specialties, Inc. in its name.

RESOLVED, that the effective date of the foregoing merger shall be December 31, 1998.

RESOLVED, that this Corporation shall assume all of the obligations of OSi Specialties, Inc. in conjunction with the foregoing merger.

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED, that the officers of this Corporation be, and each of them hereby is, authorized to take any and all such further action and to execute and deliver any and all such further instruments and documents, in the name of and on behalf of the Corporation and under its corporate seal or otherwise, as in their judgment shall be necessary, proper or advisable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions.

4. The effective date of the merger of OSi Specialties, Inc. into this Corporation is intended to be December 31, 1998, notwithstanding any earlier filing of this Certificate of Ownership and Merger with the office of the Secretary of State of the State of Delaware.

Executed on December 21, 1998

OSI SPECIALTIES HOLDING COMPANY

BY: Arthur Fullerton
Arthur C. Fullerton
Vice President and Secretary