

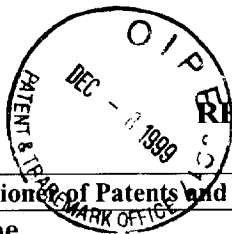
12-23-1999

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**



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MJD  
12/2/99



**RECORDATION FORM COVER SHEET  
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Document ID#
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Reel #  Frame #
- Correction Document**  
Reel #  Frame #

**Conveyance Type**

- Assignment**  **License**
- Security Agreement**  **Nunc Pro Tunc Assignment**
- Merger** Effective Date  
Month Day Year
- Change of Name**
- Other**

**Conveying Party**

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual**  **General Partnership**  **Limited Partnership**  **Corporation**  **Association**
- Other**
- Citizenship/State of Incorporation/Organization**

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

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State/Country

Zip Code

- Individual**  **General Partnership**  **Limited Partnership**  **If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)**
- Corporation**  **Association**
- Other**
- Citizenship/State of Incorporation/Organization**

12/22/1999 TTON11 00000135 75635939

**FOR OFFICE USE ONLY**

01 FC:481 40.00 OP  
02 FC:482 500.00 OP

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Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

212-506-5150

Name

Bradford S. Breen, Esq.

Address (line 1)

Orrick, Herrington & Sutcliffe LLP

Address (line 2)

666 Fifth Avenue

Address (line 3)

New York, NY 10103

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

#

2

**Trademark Application Number(s) or Registration Number(s)**

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

75/706,318

75/706,321

75/778,335

75/635,939

75/778,338

75/778,337

75/706,319

75/711,957

75/778,333

75/778,336

75/706,255

1,299,977

75/706,320

75/711,959

75/636,131

75/778,334

75/706,260

1,716,762

1,403,529

915,261

1,749,129

**Number of Properties**

Enter the total number of properties involved.

#

21

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

540.00

Method of Payment

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account of if additional fees can be charged to the account.)

Deposit Account Number

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Bradford S. Breen

Name of Person Signing

*Bradford S. Breen*  
Signature

December 7, 1999

Date Signed

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

## CERTIFICATE OF MERGER

OCT 20 1999  
No. LP 2692-99  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

Dated as of the 15th day of October, 1999.

The undersigned corporation, formed and existing under and by virtue of Section 78 of the Nevada Revised Statutes, and limited partnership, formed and existing under and by virtue of Section 88 of the Nevada Revised Statutes DO HEREBY CERTIFY:

1. The name, registered office and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

BD of Nevada, Inc., a Nevada corporation (the "Nevada Corporation") with its registered office at 639 Isbell Road, Suite 390 Reno Nevada 89509;

BD of Nevada, Limited Partnership, a Nevada limited partnership (the "Nevada Limited Partnership") with its registered office at 639 Isbell Road, Suite 390 Reno Nevada 89509.

2. A plan and agreement of merger (the "Agreement") has been approved by the sole shareholder of the Nevada Corporation and adopted, executed, and acknowledged by an authorized representative of the Nevada Corporation, all in accordance with Section 92A.120 of the Nevada Revised Statutes.

3. The Agreement has been approved by the sole general partner of the Nevada Limited Partnership, who also owns a majority in interest of the Nevada Limited Partnership owned by limited partners, in accordance with 92A.140.

3. The name of the surviving Nevada limited partnership is BD of Nevada, Limited Partnership.

4. The merger of BD of Nevada, Inc. into BD of Nevada, Limited Partnership shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Nevada, such date to become the "Effective Date" of the Agreement.

5. The executed Agreement will be furnished by the surviving limited partnership, on request and without cost, to any partner of the Nevada Limited Partnership and to any person holding an interest in the Nevada Corporation. The executed Agreement will also be available at the registered office of the surviving limited partnership.

OCT 15 '99 13:28 FR INSTINET D.ROSENTHAL 212 506 3100  
10/15/99 13:04 FAX 212 506 3580 U.H.& SULLIVAN LLP

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BD OF NEVADA, INC.

BD OF NEVADA, L.P.

By: David G Manns  
David G. Manns  
President

By: BD Holding of Nevada, L.P.  
as General Partner

By: Instinet Corporation  
as General Partner

By: James C. George  
James C. George  
Secretary

By: Daniel M. Rosenthal  
Daniel M. Rosenthal  
Senior Vice President  
and Chief Financial Officer