

06-02-2000

To the Honorable Commissioner of Patents



101372536

Number of original documents or copy thereof.

Address of receiving party(ies):

1. Name of conveying party(ies):
Air Express International Corp.
120 Tokeneke Road
Darien, CT 06820

Name: Danzas Air Express International Corporation
120 Tokeneke Road
Darien, CT 06820

05-08-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #22

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

- Individual(s) citizenship: _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporate - Delaware
- Other:

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- 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

Execution Date: February 14, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,615,181

Additional numbers attached? Yes No

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

Name: Jamie J. Fitzgerald, Esq.
Internal Address: Cummings & Lockwood
Street Address: 700 State Street
P.O. Box 1960
City: New Haven State: CT Zip: 06509-1960

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 50-1158

(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.

Jamie J. Fitzgerald

Signature

5/5/2000
Date

Total number of pages including cover sheet, attachments and documents: [7]

Do not detach this portion

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

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.

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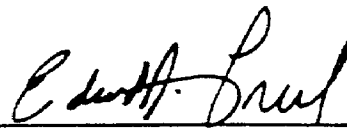
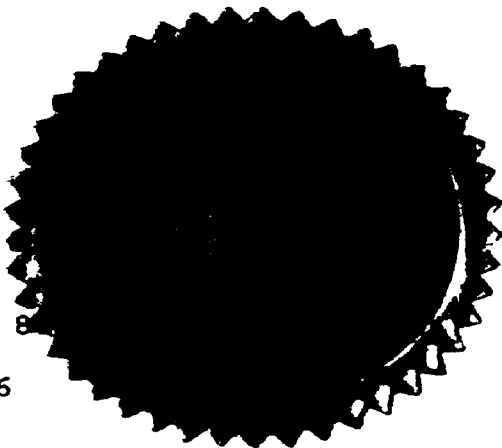
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Office of the Secretary of State

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:

"DP ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "AIR EXPRESS INTERNATIONAL CORPORATION" UNDER THE NAME OF "DANZAS AIR EXPRESS INTERNATIONAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 02-16-00

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DP ACQUISITION CORPORATION

INTO

AIR EXPRESS INTERNATIONAL CORPORATION

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

DP Acquisition Corporation ("Parent"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify that:

FIRST: Parent was incorporated on November 12, 1999 pursuant to the General Corporation Law and is existing thereunder.

SECOND: Air Express International Corporation (the "Subsidiary"), a corporation organized and existing under the General Corporation Law of the State of Delaware, was incorporated on October 1, 1981 and is existing thereunder.

THIRD: Parent owns of record approximately 96% of the outstanding shares of Common Stock (the "Shares") of the Subsidiary, the Shares being the only stock of the Subsidiary outstanding.

FOURTH: The board of directors of Parent adopted the following resolutions providing for the merger (the "Merger") of Parent into Subsidiary, which resolutions have not been amended or rescinded and are in full force and effect, on February 14, 2000:

(NY) 06541/892/203C/next ownership. vspj

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RESOLVED, that the Plan of Merger in the form of Exhibit A hereto (the "Plan of Merger") dated as of February 14, 2000 between Air Express International Corporation (the "Subsidiary") and DP Acquisition Corporation ("Parent"), pursuant to which Parent shall be merged with and into the Subsidiary (the "Merger"), at which time the separate existence of Parent shall cease, with the Subsidiary as the surviving corporation (the "Surviving Corporation"), and the transactions contemplated by that Plan of Merger, are hereby approved, and pursuant to the Plan of Merger, the Merger shall become effective as of the date of the filing with the Secretary of State of the State of Delaware of the Certificate of Merger thereto (the "Effective Date");

RESOLVED, that, pursuant to the Plan of Merger, the Merger is hereby approved pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware;

RESOLVED, that at the Effective Time (x) each share of common stock, \$0.01 par value per share, of the Subsidiary (the "Common Stock") held by the Subsidiary as treasury stock or owned by Deutsche Post AG, a German Corporation ("Deutsche Post"), Parent or any subsidiary of the Subsidiary or Deutsche Post shall be canceled, and no payment shall be made with respect thereto; (y) each share of common stock of Parent outstanding immediately prior to the Effective Time shall be converted into and become one fully-paid and non-assessable share of common stock, par value \$0.01, of the Surviving Corporation with the same rights, powers and privileges as the shares so converted and shall constitute the only outstanding shares of capital stock of the Surviving Corporation, a certificate for which shares shall be issued to Deutsche Post, as sole stockholder of Parent, upon surrender to ChaseMellon Shareholder Services, L.L.C. (or such other agent as the Secretary of this Corporation deems appropriate) of such stockholder's certificates formerly representing such shares of common stock of Parent; and (z) each share of Common Stock outstanding immediately prior to the Effective Time (other than shares for which appraisal rights have been perfected and except as otherwise provided in (x), above) shall be converted into the right to receive \$23.00 in cash, without interest, upon surrender to ChaseMellon Shareholder Services, L.L.C. (or such other agent as the Secretary of this Corporation deems appropriate), which is hereby appointed paying agent for such purpose, of their certificates formerly representing ownership of Common Stock;

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IN WITNESS WHEREOF, Parent has caused this Certificate of Ownership and Merger to be executed in its corporate name by its duly authorized officer the 14th day of February, 2000

DP ACQUISITION CORPORATION

By: /s/ Dr. Klaus Engelen
Name: Dr. Klaus Engelen
Title: Executive Vice President,
General Counsel and Secretary

(NY) 02/15/00/402/Overl. ownership.spd

