



08-23-2002

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



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

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

1. Name of conveying party(ies):

Sewell Products, Inc. *8-19-02*

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

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

2. Name and address of receiving party(ies)

Name: KIK (Virginia) Inc.
Internal
Address: _____

Street Address: 33 MacIntosh Boulevard

City: Concord, ON State: Canada Zip: L4K 4L5

- 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 (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 08/12/2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,721,320
~~2,364,488~~

Additional number(s) attached Yes No

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

Name: Jennifer L. Dean

Internal Address: Drinker Biddle & Reath LLP
Suite 1100

Street Address: 1500 K Street, N.W.

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Jennifer L. Dean
Name of Person Signing

Jennifer L. Dean
Signature

August 19, 2002
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

08/22/2002 @AHMED: 00000141 1721320

01 FC:4E1 40.00 EP
02 FC:4E2 25.00 EP

FILED BY COURIER
August 19, 2002

Brenda J. Coffin

TRADEMARK

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JAN-11-2001 15:29

CT CORPORATION SYS

1212 894 8490

P.02

**CERTIFICATE OF MERGER
OF
SEWELL PRODUCTS, INC.
WITH AND INTO
KIK (VIRGINIA) INC.**

**Pursuant to Section 252 of the
Delaware General Corporation Law**

KIK (Virginia) INC., ("KIK") a corporation organized and existing under the laws of the state of Delaware, DOES HEREBY CERTIFY THAT:

1. The name of the constituent corporations and their respective states of incorporation are as follows:

KIK (Virginia) INC.	Delaware
SEWELL PRODUCTS, INC. ("SEWELL")	Virginia
2. An agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.
3. The surviving corporation shall be KIK. The merged corporation is SEWELL.
4. The certificate of incorporation of the surviving corporation shall be the certificate of incorporation of KIK, a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.
5. That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is: Goodman Phillips & Vineberg, 430 Park Avenue, 10th Floor, New York, NY 10022.
6. A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
7. The authorized capital of SEWELL is as follows:
5,000 shares of common stock at a par value of one dollar (\$1.00) per share.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 01/11/2001
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MS Word: 28269.02

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P.03

In witness whereof, KIK (Virginia) Inc. has caused this certificate to be signed by Richard Pfab, its Secretary, this 12th day of August, 2000.

KIK (VIRGINIA) INC.


Richard Pfab, Secretary

ARTICLES OF MERGER
OF
SEWELL PRODUCTS, INC. *dm*
WITH AND INTO
KIK (VIRGINIA) INC. *dm*

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following articles of merger and set forth:

ONE

Attached here as exhibit A is the Agreement and Plan of Merger between Sewell Products, Inc. ("Sewell") and KIK (Virginia) Inc. ("KIK").

TWO

(A.) The Plan of Merger was adopted by unanimous consent of the shareholders.

The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan of (merger or share exchange) were:

<u>Designation</u>	<u>No. of Outstanding Shares</u>	<u>No. of Votes</u>
KIK Common	100	100
Sewell Common	2,000	2,000

(i.) The total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan were:

<u>Voting Group</u>	<u>Total No. of Votes Cast FOR the Plan</u>	<u>Total No. of Votes Cast AGAINST the Plan</u>
KIK Common	100	100
Sewell Common	2,000	2,000

The undersigned Secretary declares that the facts herein stated are true as of
15 November, 2000.

KIK (VIRGINIA) INC.



RICHARD PFAB, SECRETARY

SEWELL PRODUCTS, INC.



RICHARD PFAB, SECRETARY

MS Word: 28269.02

State of Delaware

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Office of the Secretary of 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:

"SEWELL PRODUCTS, INC.", A VIRGINIA CORPORATION,

WITH AND INTO "KIK (VIRGINIA) INC." UNDER THE NAME OF "KIK (VIRGINIA) INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JANUARY, A.D. 2001, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Secretary of State

3262250 8100M

AUTHENTICATION: 0912266

010018983

DATE: 01-12-01