

04-19-2006

DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents on the new address(es) below.

1. Name of conveying party(ies):

PLA, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: Rhode Island
- Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Colibri Corporation

Internal

Address: \_\_\_\_\_

Street Address: 100 Niantic Avenue

City: Providence

State: Rhode Island

Country: USA Zip: 02907

Association Citizenship \_\_\_\_\_

General Partnership Citizenship \_\_\_\_\_

Limited Partnership Citizenship \_\_\_\_\_

Corporation Citizenship Rhode Island

Other \_\_\_\_\_ Citizenship \_\_\_\_\_

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)

3. Nature of conveyance / Execution Date(s) :

Execution Date(s) \_\_\_\_\_

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

746894

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

LINDEN

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

Name: Michelle Brownlee

Internal Address: General Counsel, Colibri Corporation

Street Address: 100 Niantic Avenue

City: Providence

State: RI Zip: 02907

Phone Number: 401-330-4411

Fax Number: 401-943-1081

Email Address: mbrownlee@colibri.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature:

*Michelle Brownlee*  
Signature

4/12/06  
Date

Michelle Brownlee, General Counsel

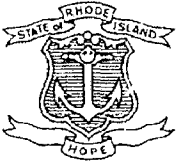
Name of Person Signing

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

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK  
REEL: 003327 FRAME: 0769



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

PLA, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include PLA, Inc. (Corporation, Rhode Island) and Colibri Corporation (Corporation, Delaware).

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is PLA, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: Colibri Corporation

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) December 31, 2003

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
PLA, Inc.	100		
Colibri Corporation	100		

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
PLA, Inc.	100	-0-			
Colibri Corporation	100	-0-			

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on \_\_\_\_\_

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**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity, which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

PLA, Inc.

Print Entity Name

By: [Signature] Name of person signing President Title of person signing

By: [Signature] Name of person signing Assistant Secretary Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 19th day of December, 2003, before me personally appeared Stephen J. Carlotti who, being duly sworn, declared that he/she is the Assistant Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 2/28/07

Colibri Corporation

Print Entity Name

By: [Signature] Name of person signing President Title of person signing

By: [Signature] Name of person signing Assistant Secretary Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 19th day of December, 2003, before me personally appeared Stephen J. Carlotti who, being duly sworn, declared that he/she is the Assistant Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 2/28/07

## AGREEMENT AND PLAN OF MERGER

<sup>19th</sup> THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the day of December 2003, by and between Colibri Corporation., a Delaware corporation (the "Corporation") and PLA, Inc., a Rhode Island corporation ("Survivor").

WHEREAS, each of the parties hereto deems it advisable and generally to the welfare of said corporations and their respective shareholders that the Corporation merge with and into Survivor;

WHEREAS, the Corporation has an authorized capital of 1,000 shares of common stock, \$0.01 par value, of which 100 shares are now issued and outstanding;

WHEREAS, Survivor has an authorized capital of 1,000 shares of common stock, no par value, of which 100 shares are now issued and outstanding;

WHEREAS, the registered office of the Corporation in the State of Delaware is CT Corporation, 1209 Orange Street, Wilmington DE 19801;

WHEREAS, the registered office of Survivor in the State of Rhode Island is 1500 Fleet Center, Providence, Rhode Island 02903; and

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, agree as follows:

1. That the Corporation shall be merged with and into Survivor pursuant to Section 7-1.1-65 of the Rhode Island General Laws and pursuant to the reorganization provisions of Section 368(a)(1)(f) of the Internal Revenue Code of 1986, as amended.
2. That Survivor shall be the surviving corporation, which shall be governed by the laws of the State of Rhode Island.
3. The Articles of Incorporation of Survivor as in effect on the effective date of the aforementioned merger, shall continue in full force and effect as the Articles of Incorporation of the Survivor.
4. Upon filing of the Articles of Merger with the Rhode Island Secretary of State, the name of the Survivor shall be changed to Colibri Corporation.
5. Each share of common stock of the Corporation outstanding immediately prior to the Effective Time of the merger shall be exchanged for one share of the common stock of the Survivor.
6. Until altered, amended or repealed, the Bylaws of the Survivor, as in effect on the effective date of the aforementioned merger, shall be the Bylaws of the Survivor.

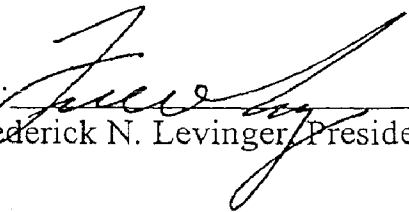
7. The persons who are directors and officers of the Survivor immediately prior to the merger shall, until otherwise changed in the manner provided by law, continue as the directors and officers of the Survivor following the merger, and shall hold office as provided in the Articles of Incorporation and Bylaws of the Survivor.

8. The Survivor shall pay all of the expenses incurred by the parties hereto for the purpose of consummating the transactions contemplated hereby.

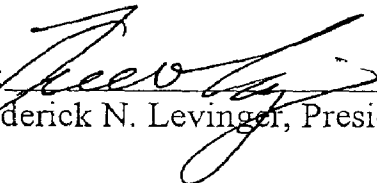
9. The aforementioned merger shall be effective as of December 31, 2003 and upon the issuance of a Certificate of Merger by the Secretary of State of Rhode Island.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective duly authorized officers as of the date first written above.

PLA, Inc.

By:   
Frederick N. Levinger, President

Colibri Corporation

By:   
Frederick N. Levinger, President