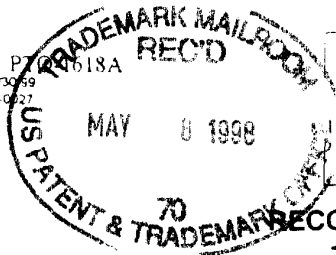


FORM PT 018A
Expires 06/30/99
OMB 0651-0027



05-29-1998



100723291

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
6 1 97
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name CTM Holding Corp. Execution Date
Month Day Year
6 1 97

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name TM Acquisition Corp.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3838 East Van Buren

Address (line 2) _____

Address (line 3) Phoenix Arizona 85008
City 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 Delaware

FOR OFFICE USE ONLY

03/26/1998 00000000 1000001

40.00 UP
1900.00 UP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

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

Mark if additional numbers attached

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

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1003531"/>	<input type="text" value="1119805"/>	<input type="text" value="1127965"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1132850"/>	<input type="text" value="1136985"/>	<input type="text" value="1173669"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1136984"/>	<input type="text" value="1195752"/>	<input type="text" value="1196433"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

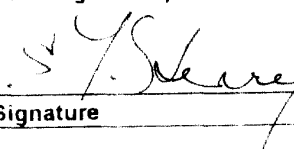
Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or 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.

E.T. Henry/Senior Legal Assistant  May 5, 1998
Name of Person Signing Signature Date Signed

RECORDATION OF MERGER AND CHANGE OF NAME

CTM HOLDING CORP.
into
TM ACQUISITION CORP.

Continuation Sheet

<i>Mark</i>	<i>Registration No.</i>	<i>Issue Date</i>
ERA & Design	1,196,711	June 1, 1982
ERA & Design	1,197,102	June 8, 1982
ERA & Design	1,205,427	August 17, 1982
ERA & Design	1,225,167	January 25, 1983
ERA & Design	1,234,530	April 12, 1983
WINNER'S CIRCLE & Design	1,241,639	June 7, 1983
ERA	1,251,827	September 20, 1983
ERA & Design	1,255,516	October 25, 1983
WINNER'S CIRCLE	1,260,651	December 6, 1983
• CIRCLE OF CHAMPIONS	1,271,352	March 20, 1984

Mark	Registration No.	Issue Date
ERA & Design	1,272,784	April 3, 1984
ERA & Design	1,280,095	May 29, 1984
ERA MOVE	1,376,214	December 17, 1985
ERA MOVE & Design	1,377,520	January 7, 1986
BLUEPRINT FOR SUCCESS	1,391,455	April 29, 1986
SOLD ERA ALL YOU NEED IN REAL ESTATE	1,426,831	January 27, 1987
ERA & Design	1,434,190	March 24, 1987
ERA & Design	1,441,434	June 2, 1987
THERE REALLY IS A DIFFERENCE IN REAL ESTATE COMPANIES	1,499,909	August 9, 1988
WE'LL HELP MAKE YOUR AMERICAN DREAM COME TRUE	1,501,591	August 23, 1988
CIBN	1,527,348	February 28, 1989
IF WE DON'T SELL YOUR HOUSE, WE'LL BUY IT!	1,562,854	October 24, 1989
ERS & Design	1,573,750	December 26, 1989
THE ROYAL HOME PROTECTION PLAN & Design	1,595,680	May 8, 1990
ERA S.A.L.E. & Design	1,696,468	June 23, 1992
NATIONAL MILITARY BROKER NETWORK & Design	1,699,364	July 7, 1992
CIBN & Design	1,708,608	August 18, 1992
1ST IN CUSTOMER SATISFACTION & Design	1,714,064	September 8, 1992

Mark	Registration No.	Issue Date
JUST THE KIND OF HELP YOU'D EXPECT FROM A FRIEND	1,731,562	November 10, 1992
OPERATION MOVE SMART	1,735,799	November 24, 1992
NMBN	1,753,385	February 16, 1983
ANSWERS	1,756,219	March 2, 1993
TOP GUN	1,757,264	March 9, 1993
ERA 1ST IN SERVICE & Design	1,776,753	June 16, 1993
1ST IN SERVICE	1,789,633	August 24, 1993
MBA MARKETING & BUSINESS ADVISORS & Design	1,796,546	October 5, 1993
NATIONAL CORPORATE RELOCATION COUNCIL & Design	1,803,401	November 9, 1993
ERA P.R.O. & Design	1,811,161	December 14, 1993
TOP TEAM	1,831,547	April 19, 1994
EIS	1,840,357	June 21, 1994
ERA PERFORMANCE EXCELLENCE & Design	1,847,836	August 2, 1994
THE RESULTS TEAM	1,879,314	February 14, 1995
1ST IN RESULTS	1,881,583	February 28, 1995
JUST ASK ERA	1,886,708	March 28, 1995
WHAT MAKE US DIFFERENT. MAKES US BETTER	1,886,318	March 28, 1995
1ST IN RESULTS	1,891,349	April 25, 1995
REVOLUTIONIZING REAL ESTATE RESULTS	1,891,350	April 25, 1995

Mark	Registration No.	Issue Date
IF WE DON'T SELL YOUR HOUSE, WE'LL BUY IT!	1,899,160	June 13, 1995
ERN	1,940,250	December 5, 1995
ERA SYSTEM FOR SUCCESS	1,945,957	January 2, 1996
THE LEADER'S EDGE & Design	1,950,312	January 23, 1996
PERSONAL PROMOTION EXPRESS	1,951,415	January 23, 1996
ELECTRONIC REALTY ASSOCIATES	2,130,101	January 20, 1998

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State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"CTM HOLDING CORP.", A DELAWARE CORPORATION,
WITH AND INTO "TM ACQUISITION CORP." UNDER THE NAME OF "TM ACQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 1997, AT 4:30 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2230763 8100M

981119146

AUTHENTICATION 9009028

DATE 04-02-98
TRADEMARK

REEL: 1731 FRAME: 0500

CERTIFICATE OF MERGER
OF
CTM HOLDING CORP.
INTO
TM ACQUISITION CORP.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

CTM HOLDING CORP. DELAWARE

TM ACQUISITION CORP. DELAWARE

SECOND: That 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 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is TM ACQUISITION CORP.

FOURTH: That the Certificate of Incorporation of TM ACQUISITION CORP., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of merger is on file at the principal place of business of the surviving corporation, the address of which is 3838 East Van Buren, Phoenix, Arizona 85038.

SIXTH: That 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.

SEVENTH: That this Certificate of Merger shall be effective on June 1, 1997.

DATED:

06/01/97

TM ACQUISITION CORP.

By:


Senior Executive Vice President

EXHIBIT A

REGISTRATIONS

Mark	Registration No.	Issue Date
ERA & Design	1,003,531	January 28, 1975
ALL YOU NEED TO KNOW IN REAL ESTATE	1,119,805	June 5, 1979
MOVING MACHINE	1,127,965	December 18, 1979
SUPER SIGN	1,132,850	April 1, 1980
HERE TODAY GONE TOMORROW	1,136,984	June 17, 1980
INTERESTING HOME, INTERESTED BUYERS	1,136,985	June 17, 1980
CRES & Design	1,173,669	October 13, 1981
ERA & Design	1,195,752	May 18, 1982
SELLER'S SECURITY & Design	1,196,433	May 25, 1982
ERA & Design	1,196,711	June 1, 1982
ERA & Design	1,197,102	June 8, 1982
ERA & Design	1,205,427	August 17, 1982
ERA & Design	1,225,167	January 25, 1983
ERA & Design	1,234,530	April 12, 1983
WINNER'S CIRCLE & Design	1,241,639	June 7, 1983
ERA	1,251,827	September 20, 1983
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