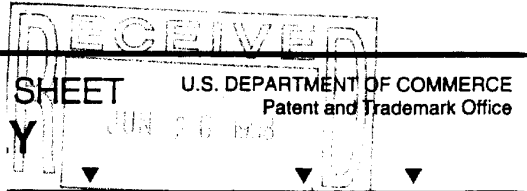


Rf

07-08-1998



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attached original documents or copy thereof.

To the Honorable Commissioner of

1. Name of conveying party(ies):

L&P Property Management Company

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

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

2. Name and address of receiving party(ies)

Name: L&P Property Management Company

Internal Address: _____

Street Address: 4095 Firestone Boulevard

City: South Gate State: CA ZIP: 90280

- 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: December 23, 1996

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,106,035	1,755,377
670,606	1,731,154
1,760,991	

Additional numbers attached? Yes No

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

Name: John D. Poffenberger, Esq.

Internal Address: WOOD, HERRON & EVANS LLP

Street Address: 2700 Carew Tower

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: _____

5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

(if deficiencies occur)

8. Deposit account number:

23-3000

(Attach duplicate copy of this page if paying by deposit account)

07/08/1998 INCUVEN 00000044 1106035

DO NOT USE THIS SPACE

01 FC:481	40.00 OP
02 FC:482	100.00 OP

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.

John D. Poffenberger
Name of Person Signing

[Signature]
Signature

6/24/98
Date

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

4

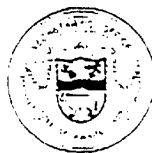
6-26-98

State of Delaware
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 MERGER, WHICH MERGES:

"L&P PROPERTY MANAGEMENT COMPANY", A ILLINOIS CORPORATION, WITH AND INTO "L&P/PMC-2, INC." UNDER THE NAME OF "L&P PROPERTY MANAGEMENT COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1996, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2696457 8100M

960382333

AUTHENTICATION:

8292527

DATE:

TRADEMARK

01-21-97

REEL: 1748 FRAME: 0677

CERTIFICATE OF MERGER

OF

L&P PROPERTY MANAGEMENT COMPANY

INTO

L&P/PMC-2, INC.

The undersigned corporation, L&P/PMC-2, Inc.,

DOES HEREBY CERTIFY THAT:

FIRST: The constituent business corporations participating in the merger herein certified are L&P Property Management Company, which is incorporated under the laws of the State of Illinois, and L&P/PMC-2, Inc., which is incorporated under the laws of the State of Delaware.

SECOND: An Agreement and Plan 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.

THIRD: The name of the surviving corporation of the merger is L&P/PMC-2, Inc., which shall hereinwith be changed to L&P Property Management Company, a Delaware corporation.

FOURTH: The amendments or changes in the Certificate of Incorporation of L&P/PMC-2, Inc., a Delaware corporation, which is the surviving corporation, that are to effected by the merger are as follows:

Article 1 is hereby amended to read as follows:

"The name of the Corporation is L&P Property Management Company."

FIFTH: The executed Agreement and Plan of Merger is on file at the principle place of business of the surviving corporation, the address of which is 4095 Firestone Blvd., South Gate, CA, 90280.

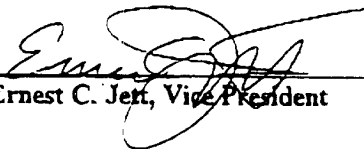
SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of L&P Property Management Company, an Illinois corporation, which is the only constituent corporation which is not a corporation of Delaware consists of 3,000 shares of common stock, \$1.00 par value.

EIGHTH: This Certificate of Merger shall be effective on December 31, 1996.

Dated: December 23rd, 1996.

L&P/PMC-2, INC.

By 
Ernest C. Jett, Vice President

3--subsidiaries/lppmc/certificate of merger