

08-12-1998

Attorney Docket No.: 00307/001001

7-27-98



ER SHEET
NLY

Commissioner of Patents and Trademarks

100792110

copies of an original document.

1. Name of conveying party(ies):
USA Loan Trademarks, Inc.

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

Additional name(s) attached? Yes No

3. Nature of conveyance:

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

Execution Date: **June 22, 1998**

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

A. Trademark Application No.(s):

2. Name and address of receiving party(ies):

USA Loan Trademarks, Inc.
823 Tyner Way
P.O. Box 6061
Incline Village, NV 89450

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Nevada
- Other _____

If the assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No

Additional names/addresses attached? Yes No

B. Trademark No.(s):

1,634,986
2,133,028
1,634,361

Additional numbers attached? Yes No

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

Donna M. Weinstein
Fish & Richardson P.C.
225 Franklin Street
Boston, MA 02110-2804

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41): **\$90**
 Enclosed
 Authorized to charge deposit account

8. Deposit account number: **06-1050**
If the fee above is being charged to deposit account, a duplicate copy of this cover sheet is attached. Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.

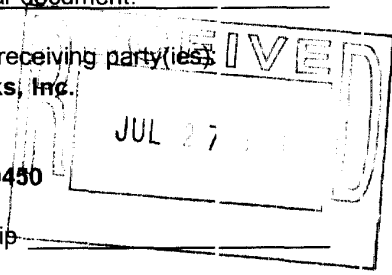
08/10/1998 TTON11 00000040 1634986

01 FC:481
02 FC:482

40.00 OP
50.00 OP

Date of Deposit July 27, 1998
I hereby certify under 37 CFR 1.8(a) that this correspondence is being deposited with the United States Postal Service as **first class mail** with sufficient postage on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

Mary K. Salett
MKT
REPLY BY REGISTERED MAIL: 0934



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 the attached is a true copy of the original document.*

Donna M. Weinstein

Name of Person Signing

Donna M. Weinstein

Signature

July 27, 1995

Date

Total number of pages including cover sheet, attachments, and document: **2**

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA
11354-98
JUN 24 1998

ARTICLES OF MERGER OF
USA LOAN TRADEMARKS, INC., a Nevada Corporation
and
USA LOAN TRADEMARKS, INC., a Massachusetts Corporation

No. _____

Dean Heller
DEAN HELLER, SECRETARY OF STATE

USA LOAN TRADEMARKS, INC., a Nevada Corporation, and USA LOAN TRADEMARKS, INC., a Massachusetts Corporation (hereinafter referred to as "the Constituent Corporations"), have adopted the following Articles of Merger for the purposes of merging USA LOAN TRADEMARKS, INC., a Massachusetts corporation, into USA LOAN TRADEMARKS, INC., a Nevada Corporation (hereinafter the "Surviving Corporation"), generally pursuant to NRS Chapter 92A.

WHEREAS, the said USA LOAN TRADEMARKS, INC., a Nevada Corporation, is a corporation under the jurisdiction of the State of Nevada, as will appear by reference to its Articles of Incorporation, dated the 14th day of May, 1998, duly filed in the office of the Secretary of State of Nevada; and,

WHEREAS, the said USA LOAN TRADEMARKS, INC., a Massachusetts Corporation, is a corporation under the jurisdiction of the Commonwealth of Massachusetts as will appear by reference to its Articles of Incorporation dated the 27th day of January, 1993, duly filed in the office of the Secretary of State of Massachusetts and,

WHEREAS, each of the Constituent Corporations, to-wit: USA LOAN TRADEMARKS, INC., a Nevada Corporation, and USA LOAN TRADEMARKS, INC., a Massachusetts Corporation, has power and authority under the General Corporation Law of the State of Nevada and Commonwealth of Massachusetts to merge with each other;

BE IT HENCEFORTH KNOWN THAT PURSUANT TO RESOLUTION OF THE DIRECTORS OF EACH OF THE CONSTITUENT CORPORATIONS:

1. On and after the effective date of this Merger, the corporate identity, existence, purposes, powers, certificates, permit, and rights of USA LOAN TRADEMARKS, INC., a Nevada Corporation, under the jurisdiction of the State of Nevada, shall continue unaffected and unimpaired as the Surviving Corporation, and the separate existence of USA LOAN TRADEMARKS, INC., a Massachusetts Corporation, shall be merged into USA LOAN TRADEMARKS, INC., a Nevada Corporation, under the jurisdiction of the State of Nevada.

2. The complete executed Plan of Merger that has been adopted and approved by the Directors of each of the Constituent Corporations in the manner prescribed by law is on file at the registered office of USA LOAN TRADEMARKS, INC., a Nevada Corporation, the Surviving Corporation.

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Prepared by
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a Professional Corporation

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TRADEMARK
REEL: 1766 FRAME: 0936

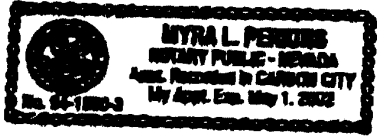
STATE OF NEVADA)
 : SS.
 CARSON CITY)

BE IT REMEMBERED, that on the 22nd day of June, 1998, personally came before me, a Notary Public in and for the State and County aforesaid, VINCENT P. KEENAN, JR., who acknowledged to me that he is the President of USA LOAN TRADEMARKS, INC., a Massachusetts Corporation, existing under the laws of the Commonwealth of Massachusetts, party to these Articles, known to me personally to be such, and further acknowledged the said Articles to be his act and deed and the act and deed of said Corporation; and his act of executing, acknowledging, and filing said Articles was duly authorized by resolution of the Board of Directors of said Corporation.

WITNESS my hand and official seal the day and year first above written.

Myra L. Perkins

NOTARY PUBLIC (SEAL)



Prepared by
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