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To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce, Washington, DC 20540. *original documents or copy thereof.*

1. Name of conveying party(ies):
SPRC Royalty Corp.

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

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

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

Name: Guide Series, Inc.

Internal Address: _____

Street Address: 4701 W. Hillsborough Ave.

City: Tampa State: FL Zip: 33614

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State Florida
 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: September 29, 1995

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

A. Trademark Application No.(s)

Additional Numbers attached? Yes No

B. Trademark registration No.(s)

1,914,797

RECEIVED

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

Name: Mitchell I. Horowitz, Attorney

Internal Address: Fowler, White, et al.

Post Office Box 1438

Tampa, FL 33601

Street Address: Fowler, White, et al.

501 East Kennedy Blvd., Ste 1700

City: Tampa State: FL ZIP: 33602

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

08/14/1998 DCDATES 00000180 1914797
01 FC:481 40.00 DP

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.

Mitchell I. Horowitz Mitchell I. Horowitz August 12, 1995
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on October 12, 1995 effective October 25, 1995, for GUIDE SERIES, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is P95000075355.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twelfth day of October, 1995



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

TRADEMARK

REEL: 1768 FRAME: 0607

ARTICLES OF MERGER
OF
SPRC ROYALTY CORP.
AND
GUIDE SERIES, INC.

FILED
95 OCT 12 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
of the State of Florida

The following Articles of Merger are executed for the purpose of merging SPRC Royalty Corp., a Nevada corporation (the "Disappearing Corporation"), into Guide Series, Inc., a Florida corporation (the "Surviving Corporation")

1. The Plan of Merger is attached hereto as *Exhibit A* with the effective date of October 25, 1995.
2. The effective date of the merger in the State of Florida herein provided shall be the date on which the Articles of Merger are filed with the Florida Secretary of State.
3. The merger of the Disappearing Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Disappearing Corporation and is in compliance with said laws.
4. The Plan of Merger was approved by the shareholders of the Disappearing Corporation in accordance with the provisions of the Nevada Business Corporation Act.
5. Approval of the Plan of Merger by the shareholders of the Surviving Corporation was not required pursuant to Section 607.1103(7), Florida Business Corporation Act.
6. Attached hereto and made a part hereof is the Plan of Merger for merging the Disappearing Corporation into the Surviving Corporation as approved by resolution adopted by unanimous written consent in lieu of a meeting of the Board of Directors of the Disappearing Corporation on September 29, 1995; and by resolution adopted by unanimous written consent in lieu of a meeting approved by the Board of Directors of the Surviving Corporation on September 29, 1995.

Executed on September 29, 1995.

SPRC ROYALTY CORP.

By: Stanley E. Skarda

Name: STANLEY E. SKARDA
Title: TREASURER/SECRETARY

GUIDE SERIES, INC.

By: Richard T. Welch

Name: Richard T. Welch
Title: Vice President / Director

TRADEMARK

REEL: 1768 FRAME: 0608

PLAN OF MERGER

WHEREAS, this Plan of Merger was adopted by SPRC Royalty Corp., a corporation for profit organized under the laws of the State of Nevada, by resolution adopted by unanimous written consent in lieu of a meeting of the Board of Directors on September 29, 1995, and by Guide Series, Inc., a corporation for profit organized under the laws of the State of Florida, by resolution adopted by unanimous written consent in lieu of a meeting of its Board of Directors on September 29, 1995; and

WHEREAS, the names of the corporations planning to merge are SPRC Royalty Corp., a corporation for profit organized under the laws of the State of Nevada, and Guide Series, Inc., a corporation for profit organized under the laws of the State of Florida; and

WHEREAS, SPRC Royalty Corp. and Guide Series, Inc., shall be merged with and into a single corporation, to wit, Guide Series, Inc., which shall be the surviving corporation at the effective time of the merger and which is hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of SPRC Royalty Corp., which is hereinafter referred to as the "Disappearing Corporation," shall cease at the effective time of the merger in accordance with the provisions of the Nevada Business Corporation Act; and

WHEREAS, the Disappearing Corporation, by its Articles of Incorporation which were filed in the office of the Secretary of State of Nevada on July 24, 1995, has an authorized capital stock of 10,000 shares of \$.01 par value common capital stock, of which 100 shares were issued and outstanding immediately prior to the merger; and

WHEREAS, the Surviving Corporation, by its Articles of Incorporation which were filed in the office of the Secretary of State of Florida on September 29, 1995, has an authorized capital stock of 10,000 shares of \$.01 par value common capital stock, of which 100 shares were issued and outstanding immediately prior to the merger; and

WHEREAS, all of the issued and outstanding capital stock of the Surviving Corporation and the Disappearing Corporation are owned by the same corporation (the "Sole Shareholder").

NOW, THEREFORE, the Plan of Merger pursuant to which the Disappearing Corporation is merged into the Surviving Corporation is as follows:

1. The Articles of Incorporation of the Surviving Corporation at the effective time of the merger shall be the Articles of Incorporation of the Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

2. The present bylaws of the Surviving Corporation will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of Articles of Incorporation of the Surviving Corporation and the Florida Business Corporation Act.

3. The directors in office of the Surviving Corporation at the effective time of the merger shall be the members of the Board of Directors of the Surviving Corporation, all of whom shall hold their respective offices until their successors have been duly elected or

appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and bylaws.

4. The officers in office of the Surviving Corporation at the effective time of the merger shall be the officers of the Surviving Corporation, all of whom shall hold their respective offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and bylaws.

5. There shall be no issue of any additional shares of the capital stock of the Surviving Corporation as a result of the merger, because the Sole Shareholder owned all of the issued and outstanding capital stock of the Surviving Corporation and the Disappearing Corporation at the effective time of the merger. The currently issued and outstanding capital stock of the Surviving Corporation shall not be affected by the merger. All of the issued and outstanding capital stock of the Disappearing Corporation shall be cancelled as a result of the merger.

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