

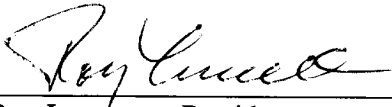
08-28-1998

RECORDATION
TRADE



100809665

To the Assistant Secretary and Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of Conveying Party:</p> <p>SportsCuts, Inc., a New York State Corporation</p> <p>MRD 8-24-98 (There are no other conveying parties.)</p>	<p>2. Name and Address of receiving party:</p> <p>Big League Barbers, Inc., P.O. Box 1215, Millbrook, New York 12545</p> <p>Big League Barbers Inc. is a Delaware State Corporation</p> <p>(No additional names or addresses are attached.)</p>
<p>3. Nature of conveyance:</p> <p>Merger</p> <p>Execution Date: July 16, 1997</p>	<p>4. Application Numbers or registration numbers:</p> <p>Registration Number: 1,967,045 Registration Number: 2,110,044</p> <p>(No additional Numbers are involved or attached.)</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Van Elmore, Esq. Law Offices of Van Elmore 1700 Broadway, Suite 1400 Denver, Colorado 80290</p>	<p>6. Total number of applications and registrations involved: 2</p> <p>7. Total Fee: \$65 Enclosed</p> <p>8. Deposit Account: Not applicable</p>
<p>9. Statement and signature.</p> <p>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.</p> <p> _____ Roy Lancaster, President</p> <p><u>8-20-98</u> _____ Date</p>	

08/27/1998 BNGUYEN 00000162 1967045

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Total number of pages comprising cover sheet: 1

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **MAR 23 1998**



A handwritten signature in black ink, appearing to read "J. Leub", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

F980211 000720

PR-30.31 (7/96)

New York State Department of Taxation and Finance - Corporation Tax
Albany NY 12227

To: Secretary of State

Date: 1/27/98

Name of Corporation

SPORTSCUTS, INC.

ID# 14-1753577 AA3

Pursuant to provisions of section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merger of the above named corporation, into BIG LEAGUE BARBERS, INC. (DE) - If filed on or before 4/27/98.

Certificate and fee are attached.

Filed by: CT

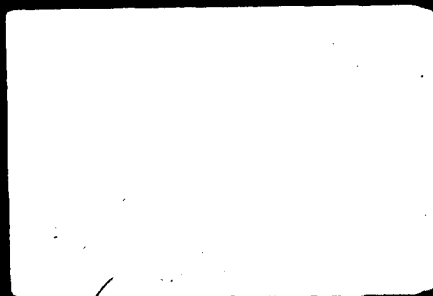
Director, Processing Division

By *Francis Ballige*

White-Department of State

Yellow-Department of State

Pink-Taxpayer



TRADEMARK

REEL: 1773 FRAME: 0362

SENT BY:

JUL-17-87 15:18 From: HOGAN & HARTSON

1-19-98 : 1:10PM : CT CORP. SYSTEM D.C. -.

4105308001

1 518 463 6538: # 2/ 5

-T-768 P 04/07 Job-884

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CT-07

CERTIFICATE OF MERGER

of

SportsCuts, Inc.

into

Big League Barbers, Inc.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

RECEIVED
DEPARTMENT OF
TREASURY AND FINANCE
JAN 20 1998
DISSOLUTION TAX

We, the undersigned, Roy Lancaster, and Michael E. Satz, being respectively the President and the Assistant Secretary of SportsCuts, Inc., a New York corporation, and Roy Lancaster, and Michael E. Satz, being respectively the President and the Secretary of Big League Barbers, Inc., a Delaware corporation, hereby certify:

1. (a) The name of each constituent corporation is as follows:

- i. SportsCuts, Inc., formed under the name Lancaster-Cantor Enterprises, Inc.
- ii. Big League Barbers, Inc.

(b) The name of the surviving corporation is Big League Barbers, Inc., a Delaware corporation.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

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Name of Corporation	Designation and number of shares in each class or series outstanding	Class or Series of Shares entitled to vote	Shares entitled to vote as a class or series
SportsCuts, Inc.	Common Stock, 800,000 shares outstanding	Common Stock	800,000
Big League Barbers, Inc.	No shares currently outstanding	None	None

3. The merger was adopted by the constituent New York domestic corporation by the unanimous written consent of the shareholders.

4. The merger is permitted by the laws of the jurisdiction of the constituent foreign corporation and is in compliance therewith. The constituent foreign corporation has complied as follows:

Big League Barbers, Inc. has complied with the applicable provisions of the laws of the State of Delaware under which it is incorporated, and this merger is permitted by such laws.

5. The surviving corporation is to be Big League Barbers, Inc., a corporation of the State of Delaware, incorporated on the 7th day of July, 1997 and which filed its application for authority to do business in the State of New York on the 17th day of July, 1997.

6. The date when the certificate of incorporation of SportsCuts, Inc. was filed with the Department of State was the 27th day of April, 1992.

SENT BY:

JUL-17-87 15:17

From: HOGAN & HARTSON

1-19-98 : 1:10PM : CT CORP. SYSTEM D.C. -
4105306301

1 518 463 6536: # 4/ 5

- 7-788 P.06/87 Job-864

7. Big League Barbers, Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is c/o CT Corporation Systems, 1633 Broadway, New York, New York 10019. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

8. Big League Barbers, Inc. agrees that, subject to the provision of Section 628 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent New York corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

9. The merger shall be effective upon the filing of this document in the State of New York.

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SENT BY:

JUL 17 1997 10:11

FROM: HUNTER & HARTSON

1-19-98 : 1:11PM : CT CORP. SYSTEM D.C. -
4106906901

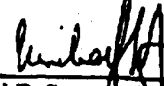
1 518 463 6538: # 5/ 5

T-788 P.07/07 Job-864

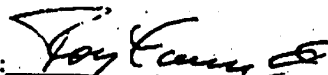
IN WITNESS WHEREOF, we have signed this certificate on the 16th day
of July, 1997 and we affirm the statements contained therein as true under penalties of
perjury.

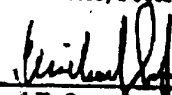
SPORTSCUTS, INC.,
a New York corporation

By: 
Roy Lancaster, President

By: 
Michael E. Satz, Assistant Secretary

BIG LEAGUE BARBERS, INC.,
a Delaware corporation

By: 
Roy Lancaster, President

By: 
Michael E. Satz, Secretary

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F 980211000720
CT-07

CERTIFICATE OF MERGER

OF

SPORTSCUTS, INC.

INTO

BIG LEAGUE BARBERS, INC.

**UNDER SECTION 907 OF THE BUSINESS
CORPORATION LAW**

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 11 1998
TAX \$ _____
BY: MMR
Dutchess

REC'D
FEB 10 4

Hogan & Hartson LLP
111 South Calvert Street
Baltimore, MD 21202

BILLED

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980211000751

TRADEMARK