

09-08-1998

ATTORNEYS AT LAW



100823955

August 31, 1998

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RECORDATION FORM COVER SHEET - TRADEMARKS

Commissioner of Patents and Trademarks U.S. Patent and Trademark Office Assignment Division North Tower Building Suite 10C35 Washington, D.C. 20231

SEP 1

Express Mail® mailing label number ELO44835012 US Date of Deposit 8/31/98

Attn: BOX ASSIGNMENTS FEE MAD 9.1.98

BETTY COLLINS (Signature of person mailing paper or fee)

Re: Recordal of Merger Assignor: Edle Enterprises, Inc., ; QCS Interactive, Inc. Assignee: TBC ACQUISITION CORP. Trademark/Service Mark Appln. No. 75/204,758 for M MERIT and design Our ref.: TAG-800

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

40E

Edle Enterprises, Inc., a corporation organized and existing under the laws of the State of Florida and QCS Interactive Inc., a corporation organized and existing under the laws of the State of Florida.

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

TBC Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 3232 McKinney Avenue, Suite 900, Dallas, Texas 75204.

3. Nature of conveyance:

Merger Date of execution: July 31, 1997 Date of filing: August 29, 1997

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4. Trademark Application/Registration Numbers:

Ser. No. 75/204,758

M MERIT and Design

5. Please address all correspondence in this matter to:

Keith E. Danish
Trademark & Patent Counselors of America, P.C.
915 Broadway - 19th Floor
New York, New York 10010
(212) 387-0247

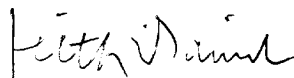
6. Total number of applications and registrations involved: 1

7. Total fee enclosed: \$40

8. Also enclosed is a Certificate of Express Mail, label number EL044835012US, and an acknowledgment postcard.

9. 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.

Sincerely,



Keith E. Danish

KED:rd

Enclosures

Total number of pages comprising cover sheet: 2

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:

"EDLE ENTERPRISES, INC.", A FLORIDA CORPORATION,

"QCS INTERACTIVE, INC.", A FLORIDA CORPORATION,

WITH AND INTO "TBC ACQUISITION CORP." UNDER THE NAME OF "QUALITY COPY 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 AUGUST, A.D. 1997, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9256658

DATE: 08-17-98

TRADEMARK

REEL: 1778 FRAME: 0203

CERTIFICATE OF MERGER
OF
EDLE ENTERPRISES, INC.
AND
QCS INTERACTIVE, INC.
INTO
TBC ACQUISITION CORP.

(UNDER SECTION 252(c) OF THE GENERAL
CORPORATION LAW OF DELAWARE)

TBC ACQUISITION CORP., a Delaware corporation, hereby certifies that:

I.

The name and state of incorporation of each of the constituent corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Edle Enterprises, Inc.	Florida
QCS Interactive, Inc.	Florida
TBC Acquisition Corp.	Delaware

II.

An agreement of merger (captioned "Agreement and Plan of Reorganization") has been approved, adopted, certified, executed and acknowledged by Edle Enterprises, Inc., QCS Interactive, Inc. and TBC Acquisition Corp. in accordance with the provisions of Section 252(c) of the General Corporation Law of Delaware.

III.

The name of the surviving corporation is TBC Acquisition Corp. The surviving corporation is a corporation of Delaware.

IV.

The Certificate of Incorporation of TBC Acquisition Corp. shall be the Certificate of Incorporation of the surviving corporation, except that, upon the Effective Time of the Merger of each of Edle Enterprises, Inc. and QCS Interactive, Inc. with and into TBC Acquisition Corp. as such time is defined in the Agreement and Plan of Reorganization,

Article First of the Certificate of Incorporation of TBC Acquisition Corp. shall be amended to read in its entirety as follows:

"FIRST: The name of the corporation is Quality Copy Acquisition Corp. (the "Corporation")."

V.

The executed agreement of merger is on file at the principal place of business of TBC Acquisition Corp. The address of the principal place of business of TBC Acquisition Corp. is 3232 McKinney Avenue, Suite 900, Dallas, Texas 75204.

VI.

A copy of the agreement of merger will be furnished by TBC Acquisition Corp., on request and without cost, to any shareholder of Edle Enterprise Inc., to any shareholder of QCS Interactive, Inc. or to any stockholder of TBC Acquisition Corp.

VII.

The authorized capital stock of Edle Enterprise Inc. is one thousand (1,000) shares of Common Stock, \$1.00 par value per share.

The authorized capital stock of QCS Interactive, Inc. is five thousand (5,000) shares of Common Stock, \$1.00 par value per share.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, TBC Acquisition Corp. has caused this Certificate of Merger to be executed by the undersigned officer as of the 31st day of July, 1997.

TBC ACQUISITION CORP.

By: Margot T. Leberberg
Name: Margot T. Leberberg
Title: Vice President