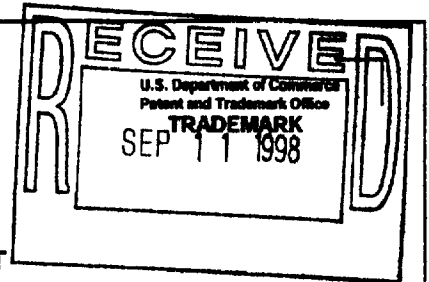


09-15-1998



100830038

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



9-11-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached  
Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

09/15/1998 BNGUYEN 00000156 2030037

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40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 1787 FRAME: 0077

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,030,037"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.



Name of Person Signing

Signature

Date Signed

*State of Delaware*  
*Office of the Secretary of State*

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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:

"BARON SERVICES, INC.", A ALABAMA CORPORATION,  
WITH AND INTO "BARON SERVICES, INC." UNDER THE NAME OF  
"BARON SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE SEVENTEENTH DAY OF APRIL, A.D. 1998, AT 12:30  
O'CLOCK P.M.

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



*Edward J. Freel, Secretary of State*

2849341 8100M

981147023

AUTHENTICATION:

DATE: TRADEMARK

REEL: 1787 FRAME: 0079

**CERTIFICATE OF MERGER**  
**OF**  
**BARON SERVICES, INC.**  
**(An Alabama Corporation)**  
**into**  
**BARON SERVICES, INC.**  
**(A Delaware Corporation)**

BARON SERVICES, INC., an Alabama corporation (the "Disappearing Company"), and BARON SERVICES, INC., a Delaware corporation (the "Surviving Company"), said companies being herein sometimes referred to as the "Constituent Corporations," hereby certify that:

**FIRST:** The name and state of incorporation of each of the Constituent Corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
BARON SERVICES, INC.	Delaware
BARON SERVICES, INC.	Alabama

**SECOND:** An Agreement and Plan of Merger between the Constituent Corporations has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware and Section 10-2B-11.07 of the Alabama Business Corporation Act.

**THIRD:** The name of the surviving corporation is BARON SERVICES, INC., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the Surviving Company shall be its Certificate of Incorporation.

**FIFTH:** The authorized capital stock of the Disappearing Company is 15,000 shares of common stock \$.10 par value all of the same class and none preferred.

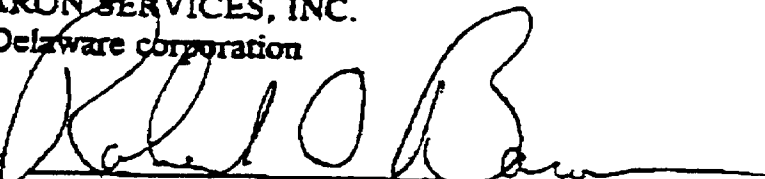
**SIXTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Company, the address of which is 2121 Metro Circle, Huntsville, Alabama 35801.

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any person who was heretofore or is hereafter a stockholder of either of the Constituent Corporations.

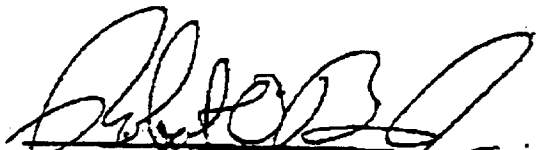
EIGHTH: The merger of the Constituent Corporations shall be effective on April 17, 1998.

IN WITNESS WHEREOF, the Disappearing Company has caused this certificate to be signed by Robert O. Baron, its President and attested by Robert O. Baron, Jr., its Secretary, and the Surviving Company has caused this certificate to be signed by Robert O. Baron, its Chief Executive Officer, and attested by Robert O. Baron, Jr., its Secretary, this the 17<sup>th</sup> day of April, 1997.

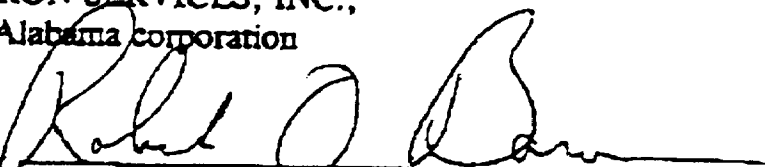
BARON SERVICES, INC.  
a Delaware corporation

By:   
Robert O. Baron,  
Its Chief Executive Officer

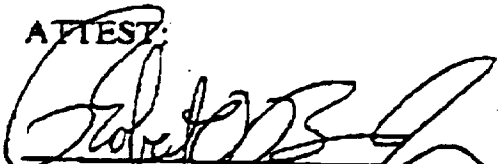
ATTEST:

  
Robert O. Baron, Jr., Secretary

BARON SERVICES, INC.,  
an Alabama corporation

By:   
Robert O. Baron, Its President

ATTEST:

  
Robert O. Baron, Jr., Secretary

STATE OF ALABAMA



OFFICE OF THE SECRETARY OF STATE  
BUSINESS DIVISION

JIM BENNETT  
SECRETARY OF STATE

April 20, 1998

P.O. BOX 5616  
MONTGOMERY, AL 36103

Lanier Ford Shaver & Payne PC  
Attn Laurie T Strom  
200 West Side Square  
Huntsville AL 35801

Re: Articles of Merger merging Baron Services, Inc., an Alabama corporation into Baron Services, Inc., a Delaware corporation

Dear Sir or Madam:

This will acknowledge receipt of your recent letter enclosing original and three copy of the above captioned merger and your checks in the amounts of \$60.00 made payable to the Secretary of State and \$27.25 made payable to the Madison County Probate Judge.

Please be advised that said instrument is being duly filed in this office as of April 20, 1998.

I am enclosing herewith a certified copy of merger.

I am forwarding a certified copy of merger and your checks in the amount of \$27.25 to the Judge of Probate of Madison County for filing in his office.

Sincerely,

A handwritten signature in black ink that reads "Jim Bennett".

Jim Bennett  
Secretary of State

JB:skw

cc: Judge of Probate  
Madison County

FILED IN OFFICE

APR 20 1998

SECRETARY OF STATE

**ARTICLES OF MERGER**

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**BARON SERVICES, INC.**  
**(An Alabama Corporation)**  
**into**  
**BARON SERVICES, INC.**  
**(A Delaware Corporation)**

---

**ARTICLES OF MERGER  
OF  
BARON SERVICES, INC.  
(An Alabama Corporation)  
INTO  
BARON SERVICES, INC.  
(A Delaware Corporation)**

Pursuant to the provisions of Section 10-2B-11.05 of the Alabama Business Corporation Act, BARON SERVICES, INC., a Delaware corporation (the "Delaware Company"), hereby adopts the following Articles of Merger for the purpose of merging BARON SERVICES, INC. (the "Alabama Company") into the Delaware Company as the "Surviving Corporation." The Delaware Company and the Alabama Company are referred to jointly as the "Constituent Corporations."

**ARTICLE I**

Plan of Merger

The Agreement and Plan of Merger, attached hereto as Exhibit "A" and made a part hereof, was approved or adopted by the directors and shareholders of each of the Constituent Corporations in the manner prescribed by the Alabama Business Corporation Act and the General Corporation Law of the State of Delaware.

**ARTICLE II**

Outstanding Shares

As to each of the Constituent Corporations, the designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on such Agreement and Plan of Merger, are as follows:

<b>Name of Corporation</b>	<b>Designation</b>	<b>Number of Outstanding Shares</b>	<b>Number of Votes Entitled to be Cast</b>
Alabama Company	Common	3,190	3,190
Delaware Company	Common	121	121



ARTICLE III

Shares Voted

As to each of the Constituent Corporations, the total number of votes cast for and against such Agreement and Plan of Merger by each voting group entitled to vote separately on such plan are as follows:

Name of Corporation	Class	Total Number of Votes Cast for Plan	Total Number of Votes Cast Against Plan
Alabama Company	Common	3,010	50
Delaware Company	Common	121	121

One hundred thirty (130) were not present and were not cast. The total number of votes cast for the Agreement and Plan of Merger was sufficient for approval.

ARTICLE IV

Place of Filing

As to the Alabama Company, the county in which its articles of incorporation are filed is Madison County, Alabama.

ARTICLE V

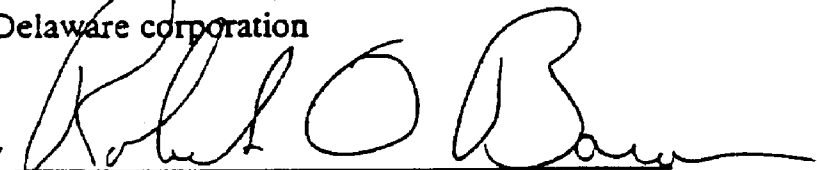
Effective Date

The effective date of the merger is April 20, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on this the 20th day of April, 1997.

BARON SERVICES, INC.,  
a Delaware corporation

By



Robert O. Baron, Its Chief Executive Officer

[c:\OFFICE\WPWIN\WPDOCS\BARON\ARTICLES.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of this 17 day of April, 1998, by BARON SERVICES, INC., an Alabama corporation (hereinafter called the "Alabama Company" or "Acquired Company"), and BARON SERVICES, INC., a Delaware corporation (hereinafter called the "Delaware Company" or the "Surviving Company"). (The Alabama Company and the Delaware Company are sometimes hereinafter referred to as the "Constituent Companies.")

WITNESSETH:

The Alabama Company is a corporation duly organized and existing under the laws of the State of Alabama, having been incorporated thereunder on February 15, 1990. The Delaware Company is a corporation organized and existing under the laws of the State of Delaware, having been incorporated thereunder on February 20, 1998.

The authorized capital of the Alabama Company consists of 15,000 shares of common stock \$.10 par value all of the same class and none preferred, of which 3,190 shares are issued and outstanding. The holders of all of the issued and outstanding shares of common stock of the Alabama Company and the numbers of shares held by each shareholder are as follows:

Shareholders	Number of Shares
Oakley and Patricia Baron as Trustees of the Baron Family Trust	200
Robert O. Baron	1,840
Robert O. Baron, Jr.	330
Phylis L. Baron	310
Clay S. Durrett	50
James K. Offenbecher	130
Thomas Thompson	330

The authorized capital of the Delaware Company consists of 10,000 shares of common stock \$.01 par value all of the same class and none preferred, of which 121 shares are issued and outstanding. The holders of all of the issued and outstanding shares of common stock of the Delaware Company and the number of shares held by each shareholder are as follows:

Shareholders	Number of Shares
Robert O. Baron	75
Robert O. Baron, Jr.	13
Phylis L. Baron	12
Oakley and Patricia Baron as Trustees of the Baron Family Trust	8
Thomas Thompson	13

The principal office of the Alabama Company in the State of Alabama is located at 2121

Metro Circle, Huntsville, Alabama 35801. The registered office of the Delaware Company in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801, and The Corporation Trust Company is the registered agent in charge thereof upon whom process against the Delaware Company may be served.

The Board of Directors of the Delaware Company deem it to be for the benefit and advantage of the company and its shareholders that it merge with the Alabama Company as provided for by Section 10-2B-11.07 of the Alabama Business Corporation Act and Section 252 of the General Corporation Law of the State of Delaware.

The Board of Directors of the Alabama Company has determined that because most of the directors have a conflicting interest with respect to the merger it should make no recommendation to the shareholders of the Alabama Company to approve the merger. Such directors have a conflicting interest with respect to the merger because each is a shareholder of the Delaware Company.

The Board of Directors of the Delaware Company has approved, by duly adopted resolution, this Agreement and Plan of Merger (hereinafter called the "Agreement"), and the Board of Directors of the Alabama Company has duly adopted the Agreement by resolution. The respective boards of directors of the Constituent Companies have duly authorized the execution of the Agreement upon approval by their respective shareholders and have directed that the Agreement be submitted to a vote of the respective shareholders of the Alabama Company and the Delaware Company entitled to vote thereon at special shareholders' meetings called for the purpose of considering approval of the Agreement. The effect of the merger will be to change the state of incorporation to Delaware from Alabama.

In consideration of the foregoing and the mutual promises hereinafter set forth, the parties hereto agree that in accordance with the provisions of Section 10-2B-11.07 of the Alabama Business Corporation Act and Section 252 of the General Corporation Law of the State of Delaware, the Alabama Company shall be merged with and into the Delaware Company, and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

## ARTICLE I

Except as specifically set forth herein, the corporate existence of the Delaware Company, with all its purposes, powers and objects, shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers, and objects of the Alabama Company, shall be merged into the Delaware Company, and the Delaware Company, as the company surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of the Alabama Company shall cease as soon as the merger shall become effective as herein provided, and thereupon the Alabama Company and the Delaware Company shall be a single company with the Delaware Company as the surviving company. This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the shareholders of the Delaware

Company and approved by the Alabama Company as provided in Article IX hereof. Upon such adoption and approval, that fact shall be certified upon the Agreement by the Secretary or Assistant Secretary of each of the Constituent Companies, under the seals thereof. Thereupon, the Surviving Company shall file a Certificate of Merger in the office of the Secretary of State of Delaware and an Articles of Merger in the Office of the Secretary of State of Alabama.

## ARTICLE II

Upon the effective date of the merger, the Certificate of Incorporation of the Delaware Company shall be the Certificate of Incorporation of the Surviving Company. Such Certificate of Incorporation is made a part of this Agreement with the same force and effect as if set forth in full herein.

## ARTICLE III

Upon the effective date of the merger, the Bylaws of the Delaware Company shall be the Bylaws of the Surviving Company until the same shall thereafter be altered, amended, or repealed in accordance with law, the Certificate of Incorporation, and such Bylaws.

## ARTICLE IV

On the effective date of the merger, the Surviving Company shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges, and purposes of each of the Constituent Companies; and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Companies, shall vest in the Surviving Company without further act or deed; and the Surviving Company shall be liable for all of the liabilities, obligations and penalties of each of the Constituent Companies. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any shareholder, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either Constituent Company or any shareholder, officer, director or employee thereof shall abate or be discontinued by such merger, but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred or the Surviving Company may be substituted in any action or proceeding in place of either Constituent Company.

If at any time the Surviving Company shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Company the title to any property or rights of the Constituent Companies, or otherwise to carry out the provisions hereof, the proper officers and directors of the Constituent Companies, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Company, and otherwise to carry out the provisions hereof.

## ARTICLE V

The number of shares of stock which the Surviving Company shall have authority to issue shall be 10,000 shares of common stock \$.01 par value all of the same class and none preferred. No change shall occur with respect to the authorized capital stock of the Surviving Corporation as a result of the merger.

## ARTICLE VI

On the effective date of the merger, the shares of the issued and outstanding common stock of the Alabama Company held by those shareholders who own 150 or less such shares shall not be converted into shares of the Surviving Company, and the owners thereof shall surrender their certificates evidencing such shares and be entitled to receive payment of the fair value of their shares in an amount equal to \$ 547.77 per share. The shareholders of the Alabama Company who shall receive cash instead of shares of the Surviving Company and the respective amounts of cash such shareholders shall receive are as follows:

<u>Shareholders</u>	<u>Cash Consideration</u>
Clay S. Durrett	\$27,388.50
James K. Offenbecher	\$71,210.10

On the effective date of the merger, each of the shares of the issued and outstanding common stock held by those shareholders of the Alabama Company who own 150 or more such shares shall be automatically converted into one fully paid and nonassessable share of the common stock of the Surviving Company. The shareholders of the Alabama Company whose shares shall be converted and the number of shares converted into shares of the Surviving Company are as follows:

<u>Shareholders</u>	<u>Number of Shares</u>
Oakley and Patricia Baron as Trustees of the Baron Family Trust	200
Robert O. Baron	1,840
Robert O. Baron, Jr.	330
Phylis L. Baron	310
Thomas Thompson	330

The shares of common stock of Alabama Company authorized but unissued and not outstanding shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

## ARTICLE VII

The officers and directors of the Delaware Company immediately prior to the effective date of the merger shall serve as the officers and directors of the Surviving Company, until their successors

shall have been elected and shall qualify or as otherwise provided in the Bylaws of the Surviving Company.

If, on or after the effective date of the merger, a vacancy shall exist in the Board of Directors of the Surviving Company, or in any of the offices specified above, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Company.

#### ARTICLE VIII

All corporate acts, plans, policies, approvals and authorizations of the Alabama Company, its shareholders, Board of Directors, committees, elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Company and shall be as effective and binding thereon as they were on the Alabama Company. The employees of the Alabama Company shall become the employees of the Surviving Company and continue to be entitled to the same rights and benefits they enjoyed as employees of the Alabama Company. It is intended that the transaction described herein qualifies as a reorganization within the definition of Clause (F) of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE IX

This Agreement shall be submitted to the shareholders of each of the Constituent Companies as provided by the applicable laws of the States of Alabama and Delaware.

#### ARTICLE X

The Surviving Company hereby agrees that it may be served with process in the State of Alabama in any proceeding for enforcement of any obligation of the Alabama Company as well as for enforcement of any obligation resulting from the merger, including any proceeding for the enforcement of the rights of a dissenting stockholder of the Alabama Company against the Surviving Company, and hereby irrevocably appoints the Secretary of State of the State of Alabama as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Alabama is Baron Services, Inc., 2121 Metro Circle, Huntsville, Alabama 38501, Attention Robert O. Baron.

#### ARTICLE XI

This Agreement and the merger may be terminated and abandoned by resolution of the Board of Directors of the Alabama Company prior to the merger becoming effective and whether before or after approval by the shareholders of the Alabama Company. In the event of termination and abandonment of this Agreement and the merger pursuant to the foregoing provisions of this ARTICLE XI, this Agreement shall become void and of no further effect without any liability on the

part of either of the Constituent Companies or its shareholders or the directors or officers in respect thereto.

## ARTICLE XII

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is executed by the duly authorized officers of the Constituent Companies as of the day and year first above written.

BARON SERVICES, INC.

"Alabama Company"

By: Robert O. Baron

Its: President

BARON SERVICES, INC.

"Delaware Company"

By: Robert O. Baron

Its: Chief Executive Officer

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