

83-1-21  
MFD  
CWM

12-22-1998



100927544

To the Honorable Commissioner  
Washington, D.C. 20231

Dear Sir:

Please record the attached original document(s) or copy thereof. This form contains the cover sheet requirements for trademarks as listed in 37 CFR 3.31(a).

**1. Name of conveying party(ies):** Cornell Investment Corporation

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other \_\_\_\_\_

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

Name: SUNMARK OF NEW MEXICO, INC.  
 Internal Address:  
 Street Address: 101 Sun Lane, N.E.  
 City: Albuquerque State: New Mexico Zip: 87109

- Individual(s). Citizenship \_\_\_\_\_
- Association
- General Partnership
- Limited Partnership
- Corporation-State of New Mexico
- Other \_\_\_\_\_

- Assignee is domiciled in the United States, a domestic representative designation is not attached.
- Assignee is not domiciled in the United States, a domestic representative designation is attached. (Note: Designation must be a separate document from Assignment.)

**3. Nature of Conveyance:**

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: October 7, 1998

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

- A. Trademark Application Serial No.(s):  
For the mark:
- B. Registration No.(s): 1,233,106  
For the mark: THE SUNRISE CLUB

12/18/1998 58 JRN5 00000036 1233106  
01 000000 40.00 00

**TRADEMARK**  
**REEL: 1828 FRAME: 0596**

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

Deborah A. Peacock, Esq.  
PEACOCK, MYERS & ADAMS, P.C.  
P.O. Box 26927  
Albuquerque, New Mexico 87125-6927

6. Total number of applications and registrations involved: One (1)

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

- Enclosed (calculated at \$40 for first property, \$25 each additional property)
- Authorized to be charged to deposit account
- ADDITIONAL FEES authorized to be charged to Dep. Acct. 13-4213

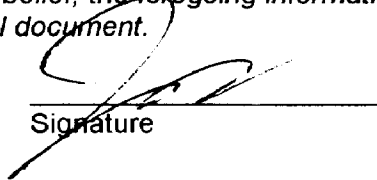
8. Deposit account number: 13-4213

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.*

Jeffrey D. Myers, Reg. No. 35,964  
Name of Person Signing

  
Signature

December 11, 1998  
Date

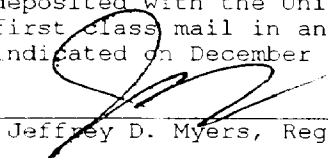
=====  
Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

CERTIFICATE OF MAILING (37 CFR 1.8)

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed as above indicated on December 11, 1998.



Jeffrey D. Myers, Reg. No. 31,649      December 11, 1998  
(Date)

Jerome D. Brock  
Chairman

Eric P. Serna  
Commissioner

Bill Pope  
Commissioner

# State Corporation Commission



418 P.E.R.A. BUILDING  
P.O. Box 1285  
Santa Fe, NM 87504-1285

1-800-847-4722  
FAX @ (505) 827-4587

Director's Office  
(505) 827-4588

Certification Division  
(505) 827-4513

Charter Documents Division  
(505) 827-4511

Reports Compliance Division  
(505) 827-4510

OCTOBER 14, 1998

SUNMARK OF NEW MEXICO, INC  
101 SUN LANE NE  
ALBUQUERQUE ,NM 87109

RE: SUNMARK OF NEW MEXICO, INC.  
SCC#1713346

CORNELL INVESTMENT CORPORATION, A DELAWARE CORPORATION (NOT QUALIFIED) WITH AND INTO SUNMARK OF NEW MEXICO, INC., A NEW MEXICO CORPORATION (1713346) ("THE SURVIVING CORPORATION").

THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF MERGER (REFERENCE #3170180) FOR THE ABOVE CAPTIONED CORPORATION EFFECTIVE OCTOBER 14, 1998. THE ENCLOSED CERTIFICATE OF MERGER IS EVIDENCE OF FILING AND SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION TO TRANSACT ANY BUSINESS WHICH REQUIRES COMPLIANCE WITH OTHER APPLICABLE FEDERAL OR STATE LAWS, INCLUDING, BUT NOT LIMITED TO, STATE LICENSING REQUIREMENTS. IT IS THE CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED THE ATTACHED CERTIFICATE OF MERGER.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION  
CC

TRADEMARK  
REEL: 1828 FRAME: 0598

STATE OF NEW MEXICO



OFFICE OF  
**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF MERGER

OF

SUNMARK OF NEW MEXICO, INC.

3170180


The State Corporation Commission certifies that duplicate originals of the Articles of Merger attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS CORPORATION ACT (53-11-1 to 53-18-12 NMSA 1978) have been received by it and are found to conform to law.

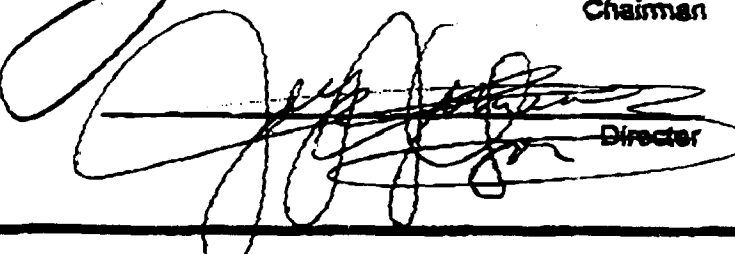
Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Merger and attaches hereto a duplicate original of the Articles of Merger.

Dated: OCTOBER 14, 1998

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe

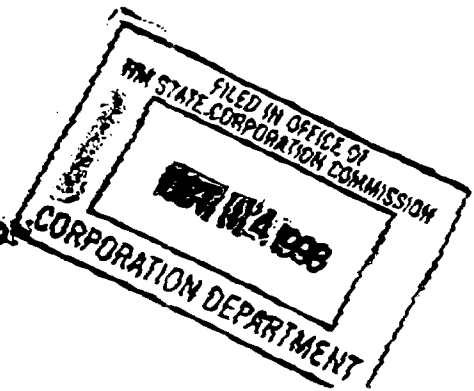


  
Chairman

  
Director

3/17/018

ARTICLES OF MERGER  
OF  
CORNELL INVESTMENT CORPORATION  
AND  
SUNMARK OF NEW MEXICO, INC.



To the State Corporation Commission  
State of New Mexico

Pursuant to the provisions of the Business Corporation Act of the State of New Mexico governing the merger of a foreign business corporation with and into a domestic business corporation, the corporations hereinafter named do hereby adopt the following articles of merger.

1. The names of the merging corporations are Cornell Investment Corporation which is a business corporation organized under the laws of the State of Delaware, and Sunmark of New Mexico, Inc. which is a business corporation organized under the laws of the State of New Mexico.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging Cornell Investment Corporation with and into Sunmark of New Mexico, Inc. as approved by resolution of the Board of Directors of each corporation.

3. The number of shares of Sunmark of New Mexico, Inc. which were outstanding at the time of the approval of the Plan of Merger by its shareholder is 1,000, all of which are of one class and entitled to vote.

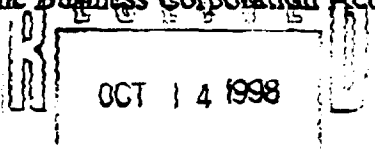
The aforesaid shares unanimously voted for the Plan of Merger.

4. The number of shares of Cornell Investment Corporation which were outstanding at the time of the approval of the Plan of Merger by its shareholder is 1,500, all of which are of one class and entitled to vote.

The aforesaid shares unanimously voted for the Plan of Merger.

5. The laws of the jurisdiction of organization of Cornell Investment Corporation permit the merger of a business corporation of that jurisdiction with and into a business corporation of another jurisdiction; and the merger of Cornell Investment Corporation with and into Sunmark of New Mexico, Inc. is in compliance with the laws of the jurisdiction of organization of Cornell Investment Corporation.


6. Sunmark of New Mexico, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Business Corporation Act of the State of




New Mexico.

Executed on October 7, 1998

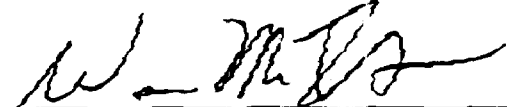
CORNELL INVESTMENT CORPORATION


By   
 Name: Bruce P. Welsh  
 Its: President

  
 Name: Kristin Lapham  
 Its: Secretary

Executed on October 7, 1998

SUNMARK OF NEW MEXICO, INC.

By   
 Name: Warren H. McInteer  
 Its: Vice President

  
 Name: Michael T. Berg  
 Its: Assistant Secretary

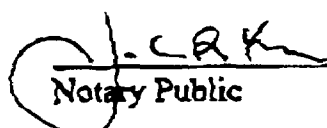
STATE OF NORTH CAROLINA )  
 ) ss.  
 COUNTY OF MECKLINBURG )

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 7th day of October, 1998 personally appeared before me Bruce P. Welsh, who, being by me first duly sworn, declared that he is the President of Cornell Investment Corporation; that he signed the foregoing Articles of Merger as President of the foregoing corporation; and that the statements contained therein are true.

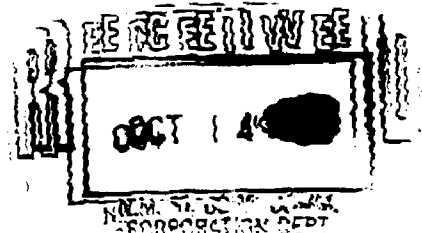
IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date aforesaid.

My commission expires:

9-7-2003

  
 Notary Public

Notarial Seal



STATE OF NEW MEXICO )  
 ) ss.  
COUNTY OF BERNALILLO)

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 7th day of October, 1998 personally appeared before me Michael T. Berg, who, being by me first duly sworn, declared that he is the Assistant Secretary of Sunmark of New Mexico, Inc.; that he signed the foregoing Articles of Merger as Assistant Secretary of the foregoing corporation; and that the statements contained therein are true.

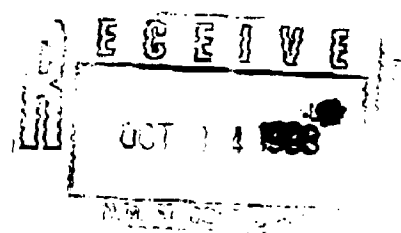
IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date aforesaid.

Marjorie A. Porter  
Notary Public

My commission expires:  
11-27-98

Notarial Seal

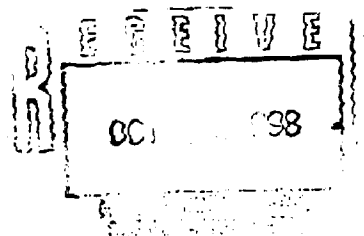
F:\DATA\LEGAL\MERGERS\SUNMARK\ART



## PLAN OF MERGER

1. Sunmark of New Mexico, Inc. ("Sunmark"), which is a business corporation of the State of New Mexico, and Cornell Investment Corporation ("Cornell"), which is a business corporation of the State of Delaware, hereby agree to merge Cornell with and into Sunmark, pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Business Corporation Act of the State of New Mexico.
2. The separate existence of Cornell shall cease at the effective time and date of the merger, and Sunmark shall continue its existence as the surviving corporation pursuant to the provisions of the Business Corporation Act of the State of New Mexico.
3. The articles of incorporation of Sunmark are not amended in any respect by this Plan of Merger.
4. 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 the Business Corporation Act of the State of New Mexico.
5. The directors and officers in office of the surviving corporation upon the effective merger date of the merger in the State of New Mexico shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
6. The outstanding shares of Cornell immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share which is outstanding shall, at the effective time and date of the merger, be surrendered and extinguished.
7. Each share of Sunmark outstanding at the effective time and date of the merger is to be an identical outstanding share of Sunmark subsequent to the merger.
8. No shares of Sunmark and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
9. The Board of Directors and the proper officers of Sunmark and Cornell are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
10. The effective date of the merger herein provided for shall be the date of filing the Articles of Merger.

F:\DATA\LEGAL\MERGERS\MERGRSUN.MRK



TRADEMARK  
REEL: 1828 FRAME: 0603



Office of the Secretary of State

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 AGREEMENT OF MERGER, WHICH MERGES: "CORNELL INVESTMENT CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "SUNMARK OF NEW MEXICO, INC." UNDER THE NAME OF "SUNMARK OF NEW MEXICO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW MEXICO, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF OCTOBER, A.D. 1998, AT 10 O'CLOCK A.M.

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



*Edward J. Freel*  
 \_\_\_\_\_  
 Edward J. Freel, Secretary of State

2955097 8100M

AUTHENTICATION: 9354968

DATE: 10-15-98

TRADEMARK  
 REEL: 1828 FRAME: 0604

**PLAN AND AGREEMENT OF MERGER  
OF  
SUNMARK OF NEW MEXICO, INC.  
(A New Mexico Corporation)  
AND  
CORNELL INVESTMENT CORPORATION  
(A Delaware Corporation)**

This Plan and Agreement of Merger is made as of this 7th day of October, 1998, by and between Sunmark of New Mexico, Inc., a business corporation of the State of New Mexico, by resolution adopted by its Board of Directors, and Cornell Investment Corporation, a business corporation of the State of Delaware, by resolution adopted by its Board of Directors.

1. Sunmark of New Mexico, Inc. is a business corporation of the State of New Mexico with its registered office therein located at 123 East Marcy, in the City and County of Santa Fe, New Mexico.

2. The total number of shares of stock which Sunmark of New Mexico, Inc. has authority to issue is 10,000 all of which are of one class and without par value. The number of shares of Sunmark of New Mexico, Inc. which were outstanding at the time of the approval of the Plan of Merger by its shareholder is 1,000. The aforesaid shares unanimously voted for the Plan of Merger.

3. Cornell Investment Corporation is a business corporation of the State of Delaware with its registered office therein located at 1220 N. Market Street, Suite 606, in the City of Wilmington, County of New Castle, Delaware.

4. The total number of shares of stock which Cornell Investment Corporation has authority to issue is 1,500, all of which are of one class and without par value. The number of shares of Cornell Investment Corporation which were outstanding at the time of the approval of the Plan of Merger by its shareholder is 1,500. The aforesaid shares unanimously voted for the Plan of Merger.

5. Sunmark of New Mexico, Inc. and Cornell Investment Corporation and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of the corporations and their respective stockholders to merge Cornell Investment Corporation with and into Sunmark of New Mexico, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of New Mexico upon the terms and conditions hereinafter set forth.

6. In consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Sunmark of New Mexico, Inc. and duly approved by a resolution adopted by the Board of Directors of Cornell Investment Corporation, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be

set forth therein, are hereby determined and agreed upon as hereinafter set forth in this Plan and Agreement of Merger.

7. Sunmark of New Mexico, Inc. and Cornell Investment Corporation shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of New Mexico be merged with and into a single corporation, Sunmark of New Mexico, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the Business Corporation Act of the State of New Mexico.

The separate existence of Cornell Investment Corporation, which is hereinafter sometimes referred to as the "terminating corporation," shall cease at the effective time in accordance with the provisions of the General Corporation Law of the State of Delaware .

8. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the Surviving Corporation as the same shall be in force and effect at the effective time in the State of New Mexico of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the Business Corporation Act of the State of New Mexico .

9. 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 the Business Corporation Act of the State of New Mexico.

10. The directors and officers in office of the Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

11. Each issued share of the terminating corporation shall, at the effective time of the merger, be surrendered and extinguished. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each share which is issued as of the effective time of the merger shall continue to represent one issued share of the Surviving Corporation.

12. In the event that this Plan and Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of New Mexico, the corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the State of New Mexico, and that they will cause to be performed all necessary acts within

the State of Delaware and the State of New Mexico and elsewhere to effectuate the merger herein provided for.

13. The Board of Directors and the proper officers of the terminating corporation and of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

14. The Surviving Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Legal Department  
101 Sun Avenue NE  
Albuquerque, New Mexico 87109


15. The effective time of the Plan and Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be the date of filing of the Certificate of Merger.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations thereto.

Executed on October 7, 1998

CORNELL INVESTMENT CORPORATION

By   
Name: Bruce P. Welsh  
Its: President

  
Name: Kristin Lapham  
Its: Secretary

Executed on October 7, 1998

SUNMARK OF NEW MEXICO, INC.

By *Warren H. McInteer*

Name: Warren H. McInteer

Its: Vice President

*Michael T. Berg*

Name: Michael T. Berg

Its: Assistant Secretary

STATE OF NORTH CAROLINA)

) ss.

COUNTY OF MECKLINBURG )

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 7th day of October, 1998 personally appeared before me Bruce P. Welsh, who, being by me first duly sworn, declared that he is the President of Cornell Investment Corporation; that he signed the foregoing Plan and Agreement of Merger as President of the foregoing corporation; and that the statements contained therein are true.

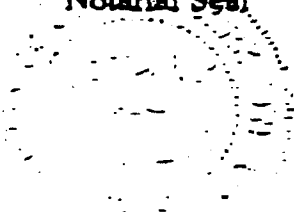
IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date aforesaid.

*Jack R. K...*  
Notary Public

My commission expires:

9-7-2003

Notarial Seal



STATE OF NEW MEXICO )  
 ) ss.  
COUNTY OF BERNALILLO)

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 7th day of October, 1998 personally appeared me Michael T. Berg, who, being by me first duly sworn, declared that he is the Assistant Secretary of Sunmark of New Mexico, Inc.; that he signed the foregoing Plan and Agreement of Merger as Assistant Secretary of the foregoing corporation; and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date aforesaid.

Marjorie A. Porter  
Notary Public

My commission expires:

11-27-98

Notarial Seal

**CERTIFICATE OF SECRETARY  
OF  
CORNELL INVESTMENT CORPORATION**

The undersigned, being the Secretary of Cornell Investment Corporation (the "Corporation"), does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the stockholder of the Corporation, in accordance with the provisions of the General Corporation Law of the State of Delaware.

Dated: October 7, 1998


  
Kristin Lapham, Secretary

STATE OF NORTH CAROLINA )  
  ) ss.  
COUNTY OF MECKLINBURG )

SUBSCRIBED AND SWORN to before me this 7th day of October, 1998,  
by Kristin Lapham, Secretary of Cornell Investment Corporation.

My commission expires:

9-7-2003

  
Notary Public

SEAL



STATE OF NEW MEXICO



OFFICE OF  
**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF INCORPORATION

OF

SUNMARK OF NEW MEXICO, INC.

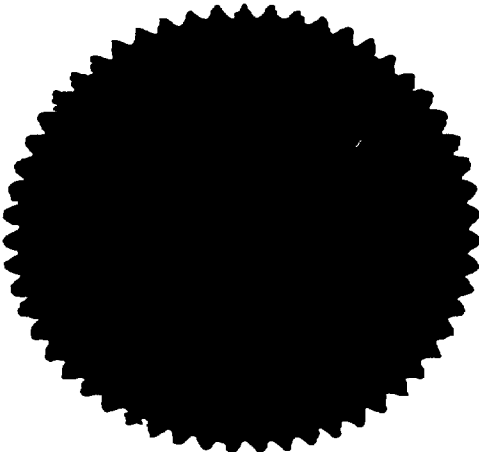
1713346


The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS CORPORATION ACT (53-11-1 to 53-18-12 NMSA 1978) have been received by it and are found to conform to law.

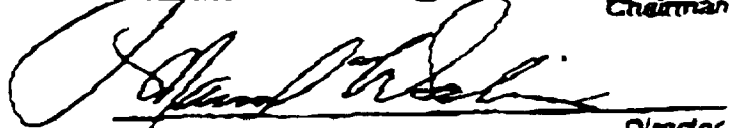
Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated: FEBRUARY 21, 1995

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



  
Chairman

  
Director