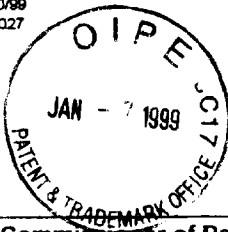


01-12-1999



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

meD 01-07-99

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

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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.)

Other

Corporation Association

Citizenship/State of Incorporation/Organization

01/11/1999 DNGUYEN 00000240 74073038

FOR OFFICE USE ONLY Refund Ref: 01/11/1999 DNGUYEN 0000074715

01 FC:481 40.00 OP
02 FC:481 275.00 OP

CHECK Refund Total: \$165.00

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: 1838 FRAME: 0118

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).

Registration Number(s)		
<input type="text" value="1,555,570"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1,556,628"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1,576,163"/>	<input type="text"/>	<input type="text"/>

Trademark Applic. Number(s)		
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<input type="text" value="74/058,832"/>	<input type="text" value="74/053,957"/>	<input type="text" value="75/038,086"/>
<input type="text" value="74/058,531"/>	<input type="text" value="75/038,089"/>	<input type="text" value="74/038,087"/>

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

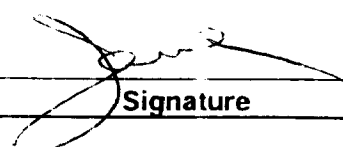
Statement and Signature

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.

MI Acquisition LLC

By: The Diversified Group Incorporated

James Haber, President
Name of Person Signing



Signature

2/22/98

Date Signed

STATEMENT OF MERGER
OF
MINC INCORPORATED, a Colorado corporation
and
MI Acquisition LLC, a Colorado limited liability company
PURSUANT TO CRS § 7-90-203

19981226957 C
\$ 75.00
SECRETARY OF STATE
12-22-1998 14:39:35

MI Acquisition LLC, a Colorado limited liability company, as survivor of a merger does hereby certify as follows:

FIRST: The name, state of organization, and form of entity of each of the entities that are to merge is MI Acquisition LLC, a limited liability company organized and existing under the laws of Colorado, and MINC Incorporated, a corporation incorporated and existing under the laws of Colorado.

SECOND: The name, state of organization and form of entity of the surviving entity is MI Acquisition LLC, a limited liability company organized and existing under the laws the Colorado.

THIRD: The street address of the principal office is 1912 Capitol Avenue, Cheyenne, Wyoming 82001.

FOURTH: The street address of the registered office is 1366 South Drew Way, Lakewood, Colorado 80232, and the name of the registered agent at that address is Registered Agency Services, Inc.

FIFTH: That The effective date of the Merger is January 1, 1999.

SIXTH: That The Plan of Merger is attached as Exhibit "A."

MI Acquisition LLC, a Colorado limited liability company, the surviving entity in the merger has caused this Statement of Merger to be executed and acknowledged by its duly authorized officer or other representative on December 22, 1998.

MI Acquisition LLC, a Colorado limited liability company

By: The Diversified Group Incorporated, Manager

By: 
Title: VP

AGREEMENT AND PLAN OF MERGER

By and Between
MINC INCORPORATED, a Colorado corporation
and
MI ACQUISITION LLC, a Colorado limited liability company

This Agreement and Plan of Merger (this "Agreement of Merger") is made effective January 1, 1999, between MINC Incorporated, a Colorado corporation ("MINC"), and MI Acquisition LLC, a Colorado limited liability company ("MI-LLC").

RECITALS

A. MINC is a corporation incorporated and existing under the laws of the state of Colorado.

B. MI-LLC is a limited liability company organized and existing under the laws of the state of Colorado.

C. MI-LLC is the owner of more than 90% of the outstanding common stock of MINC, which is the only class of capital stock of MINC outstanding.

D. Section 7-90-203 of the Colorado Corporations and Associations Act (the "Act") permits the merger of a Colorado corporation with and into a Colorado limited liability company.

E. The Board of Directors of MINC and the member of MI-LLC deem it advisable and, with respect to MINC, in the best interests of MINC and its shareholders, that MINC be merged with and into MI Acquisition in the manner contemplated herein.

F. The Board of Directors of MINC has adopted resolutions approving the merger of MINC with and into MI Acquisition (the "Merger") and the member of MI-LLC has adopted resolutions approving the Merger and this Agreement of Merger.

AGREEMENT

In consideration of the foregoing recitals and the mutual covenants and agreements contained herein, MINC and MI-LLC hereby agree as follows:

ARTICLE I.

1.1 The Merger. MINC and MI-LLC shall be merged into a single limited liability company, in accordance with the applicable provisions of the law of Colorado.

The effective time of the Merger shall be January 1, 1999 (the "Effective Time"). At the Effective Time, (a) MINC shall be merged with and into MI-LLC, with MI-LLC being the surviving entity of the Merger, and (b) the identity and separate existence of MINC shall cease, all of the rights, privileges, powers, properties, and assets of MINC shall be vested in MI-LLC, and MI-LLC shall assume and be subject to all of the liabilities of MINC, without further action by MINC or MI-LLC, in accordance with the provisions of the Act.

1.2 Statement of Merger. MINC and MI-LLC shall cause a Statement of Merger to be executed and filed, in accordance with the provisions of the Act, with the office of the Secretary of State of Colorado.

ARTICLE 2.

2.1 Name, State of Organization, and Form of Organization of Each of the Merging Entities. The merging entities are MINC Incorporated, a corporation incorporated and existing under the laws of the state of Colorado and MI Acquisition LLC, a limited liability company organized and existing under the laws of the state of Colorado.

2.2 Name, State of Organization, and Form of Organization of the Surviving Entity into Which the Merging Entities are to Merge. The surviving organization will be MI Acquisition LLC, a limited liability company organized and existing under the laws of the state of Colorado.

2.3 Manner and Basis of Converting Interests of Each Merging Entity into Debts, Obligations, or Liabilities of the Surviving Entity, or Into Money or Other Property. At the Effective Time, all of the outstanding shares of stock of MINC, by virtue of the Merger and without any action on the part of the shareholders of MINC, shall be converted into the right to receive approximately \$0.19 cash per share.

2.4 Street Address of the Surviving Entity's Principal Office. The principal office of the surviving entity shall be 1912 Capitol Avenue, Cheyenne, WY 82001.


ARTICLE 3.

3.1 Counterparts. This Agreement of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

3.2 Section Headings. The section headings contained in this Agreement of Merger have been inserted for convenience of reference only and shall not affect the meaning or interpretation hereof.


The undersigned parties have executed this Agreement of Merger, as of
December 22, 1998.

MINC Incorporated, a Colorado corporation

By: 
Title: VP

**MI Acquisition LLC, a Colorado limited liability
company**

By: The Diversified Group Incorporated, Manager

By: 
Title: VP

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