

01-26-1999

FORM PTO-1594 (Modified)  
(Rev. 8-93)  
OMB No. 0651-0011 (exp. 4/94)  
Copyright 1994-97 LegalStar  
TM05/REV03



EET

-Y

Docket No.:

TM115

100948945

Tab settings

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

MEV 1-85-77

1. Name of conveying party(ies):

Sky Fun 1, Inc.  
1833 Sunset Place, Suite 1  
Longmont, CO 80501

- Individual(s)
- General Partnership
- Corporation-State Colorado
- Other

Additional names(s) of conveying party(ies) attached?  Yes  No

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

Name: Skycoaster, Inc.

Internal Address:

Street Address: 1833 Sunset Place, Suite 1

City: Longmont, State: CO ZIP: 80501

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Nevada
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: July 15, 1998

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

A. Trademark Application No.(s)

74/665,675

01/25/1999 SBURMS 00000114 74665675

01 FC:481

40.00 OP

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Rick Martin

Internal Address: Patent Law Offices of Rick Martin, PC

Street Address: 609 Terry Street

City: Longmont, State: CO ZIP: 80501

6. Total number of applications and registrations involved:.....

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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.

Rick Martin

Name of Person Signing

*Rick Martin*

Signature

1-15-99

Date

Total number of pages including cover sheet, attachments, and document:

10

TRADEMARK

REEL: 1845 FRAME: 0900

FILED  
VICTORIA BUCKLEY  
COLORADO SECRETARY OF STATE

**ARTICLES OF MERGER OF  
SKYCOASTER, INC.,  
a Nevada corporation  
AND SKY FUN 1, INC.,  
a Colorado corporation**

19981130866 C  
\$ 60.00  
SECRETARY OF STATE  
07-17-1998 12:41:27

Pursuant to the provisions of Section 92A.200 of the Nevada Revised Statutes, as amended, and the provisions of Section 7-111-104 and Section 7-111-107 of the Colorado Business Corporation Act, the undersigned corporations, by their respective duly elected officers, adopt the following Articles of Merger:

*DPL 199/10/17/95*

*W*  
**FIRST:** Sky Fun 1, Inc., a Colorado corporation ("SF1"), is hereby merged with and into Skycoaster, Inc., a Nevada corporation ("Skycoaster"), with Skycoaster as the surviving company, all in accordance with the Plan of Merger attached hereto as Exhibit "A" and incorporated herein by reference.

**SECOND:** Immediately prior to the Merger, one hundred percent (100%) of the issued and outstanding shares of SF1 were owned by Skycoaster, therefore, no Shareholder approval is necessary and no mailing of the Plan of Merger is required.

**THIRD:** The effective date of the Merger shall be the date upon which these Articles of Merger are filed with the Nevada Secretary of State, which date complies with the requirements of Section 7-111-104(5) of the Colorado Business Corporation Act and Section 92A.240 of the Nevada Revised Statutes, as amended.

**FOURTH:** The Articles of Incorporation and Bylaws of Skycoaster before the Merger shall be and remain the Articles of Incorporation and Bylaws of the surviving corporation.

**FIFTH:** Following the Merger, the address of the principal office of Skycoaster shall be One East First Street, Suite 1600, Reno, Nevada 89501.

Dated: July 15, 1998

Attest:

**SKYCOASTER, INC.**

*[Signature]*  
Secretary

By: *[Signature]*  
Alvin D. Bissett, President

Attest:

**SKY FUN 1, INC.**

*[Signature]*  
Secretary

By: *[Signature]*  
Alvin D. Bissett, President

COMPUTER UPDATE COMPLETE  
CRB

*[Handwritten mark]*

AR PRVINCE  
STATE OF British )  
Columbia )  
COUNTY OF \_\_\_\_\_ )

I, Arthur Bensler, a Notary Public, hereby certify that on the \_\_\_ day of July, 1998, personally appeared before me Alvin D. Bissett as President of Skycoaster, Inc., a Nevada corporation and as President of Sky Fun 1, Inc., a Colorado corporation, who being by me first duly sworn, declared that he is the person who signed the foregoing documents as the duly elected officer of such corporations, and that the statements therein contained are true. Witness my hand and official seal.

My commission expires: N/A

  
Notary Public

**ARTHUR J. BENSLER**  
Barrister & Solicitor  
2100 - 1075 West Georgia Street  
Vancouver, B.C. V6E 3G2  
Ph (604) 631-4755

**PLAN OF MERGER  
Of  
SKY FUN 1, INC.,  
A Colorado Corporation  
INTO  
SKYCOASTER, INC.,  
A Nevada Corporation**

This Plan of Merger is entered into by and between Skcoaster, Inc., a Nevada corporation ("Parent"), and Sky Fun 1, Inc., a Colorado corporation ("Subsidiary") on this 3<sup>rd</sup> day of July, 1998.

**WHEREAS**, Parent owns one hundred percent (100%) of the issued and outstanding stock of Subsidiary; and

**WHEREAS**, the Board of Directors of the Parent has determined that it is in the best interests of the Parent and its shareholders that the Subsidiary be merged into the Parent (the "Merger") with the Parent being the surviving corporation.

**NOW THEREFORE**, the Parent and Subsidiary adopt this Plan of Merger as follows:

**I. PROCEDURE OF THE MERGER.**

**A. The Merger.** On the Effective Date (as defined herein), Subsidiary shall be merged with and into Parent upon the terms and conditions set forth herein as permitted by and in accordance with the Nevada Revised Statutes (the "Nevada Corporation Law") and the Colorado Business Corporation Act (the "Colorado Corporation Law"). Thereupon, the separate existence of Subsidiary shall cease, and Parent, as the surviving corporation in the Merger ("Surviving Corporation"), shall continue to exist under and be governed by the Nevada Corporation Law, with all its purposes, objects, rights, privileges, immunities, powers and franchises continuing unaffected and unimpaired by the Merger. The name of the Surviving Corporation shall be "Skycoaster, Inc."

**B. Filing.** As soon as practicable following fulfillment of the conditions specified herein, and provided that this Plan of Merger has not been terminated, Parent shall cause Articles of Merger to be executed, acknowledged and filed with the Nevada Secretary of State and the Colorado Secretary of State.

**C. Effective Date of the Merger.** The Merger shall become effective immediately upon the filing of the Articles of Merger with the Nevada Secretary of State. The date and time of the completion of such filings is herein sometimes referred to as the "Effective Date".

**II. ARTICLES OF INCORPORATION AND BY-LAWS.**

On the Effective Date, the Articles of Incorporation and By-Laws of Parent, as in effect immediately prior to the Effective Date, shall be and continue to be the Articles of Incorporation and By-Laws of Parent, and the Surviving Corporation, until duly amended in accordance with law.

**III. DIRECTORS, OFFICERS AND EMPLOYEES**

The persons who constitute the entire Board of Directors of Parent immediately prior to the Effective Date shall continue as the Board of Directors of the Surviving Corporation.

**IV. CANCELLATION OF SHARES.**

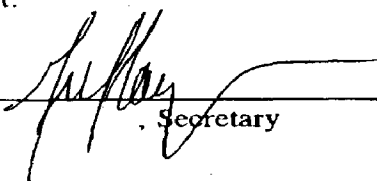
On the Effective date, the issued and outstanding shares of Common Stock of Subsidiary shall be canceled.

**V. CERTAIN EFFECTS OF MERGER.**

On and after the Effective Date, the separate existence of Subsidiary shall cease and Subsidiary shall be merged with and into Parent, which as the Surviving Corporation shall, consistently with its Articles of Incorporation succeed to, and without other transfer, possess all the rights, privileges, immunities, powers and franchises of public as well as private nature, and be subject to all restrictions, disabilities and duties of Subsidiary; and all rights, privileges, immunities, powers and franchises of Subsidiary, and all property, real, personal and mixed, causes of action and every other asset of, and all debts due to Subsidiary on whatever account as well as stock subscriptions and all other things in action or belonging to Subsidiary shall vest in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of Surviving Corporation as they were of Subsidiary; and the title to any real estate vested by deed or otherwise in Subsidiary shall not revert or be in any way impaired by all rights of creditors; and all liens upon any property of Subsidiary shall be preserved unimpaired; and all debts, liabilities and duties of Subsidiary shall thenceforth be attached to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding pending by or against Subsidiary may be prosecuted to judgment, which shall bind the Surviving Corporation, or the Surviving Corporation may be proceeded against or substituted in its place.

Adopted this 15 day of July, 1998.

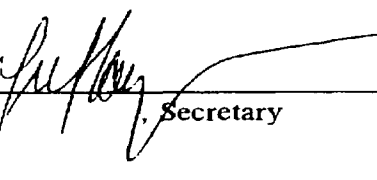
Attest:

  
\_\_\_\_\_  
Secretary

**SKYCOASTER, INC.**

By:   
\_\_\_\_\_  
Alvin Bissett, President

Attest:

  
\_\_\_\_\_  
Secretary

**SKY FUN 1, INC.**

By:   
\_\_\_\_\_  
Alvin Bissett, President

MERGER \_\_\_\_\_ CONSOLIDATION \_\_\_\_\_  
CANCELLATION OF LIMITED PARTNERSHIP DUE TO MERGER \_\_\_\_\_  
DOMESTIC \_\_\_\_\_ FOREIGN \_\_\_\_\_ PROFIT \_\_\_\_\_ NONPROFIT \_\_\_\_\_

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MERGER #19981130866

SKY FUN 1, INC. (DPC19911077375)  
(CO CORP)

INTO

SKYCOASTER, INC.  
(NV CORP/NOT QUAL)

SURVIVOR

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

TRANSMITTAL LETTER (GENERAL)  
(With Certificate of Mailing by First Class Mail)

Applicant/Registrant: SkyFun1. Inc.  
Serial No.: 74/665,675  
Registration No.:  
Trademark: SKYVENTURE

Docket No.  
TM115

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Transmitted herewith is the following:

**Merger documents**  
**Recordation sheet**

- No fee is required.
- Please charge Deposit Account No. \_\_\_\_\_ in the amount of \_\_\_\_\_  
A duplicate copy of this sheet is enclosed.
- A check in the amount of \$40.00 is attached.  
Any excess or insufficiency should be credited or debited to Deposit Account No. \_\_\_\_\_  
A duplicate copy of this sheet is enclosed.



Signature

Dated:

**Rick Martin**  
Reg. No. 32,267  
Patent Law Offices of Rick Martin, PC  
609 Terry Street  
Longmont, CO 80501

I certify that this document and fee is being deposited on  
**Jan 15, 1999** with the U.S. Postal Service as first  
class mail under 37 C.F.R. 1.8 and is addressed to the  
Assistant Commissioner for Trademarks, 2900 Crystal Drive,  
Arlington, Virginia 22202-3513.



Signature of Person Mailing Correspondence

**Margaret Polson**

Typed or Printed Name of Person Mailing Correspondence

CC:

TM08/REV03

**TRADEMARK**  
**REEL: 1845 FRAME: 0906**

**PLAN OF MERGER**  
Of  
**SKY FUN 1, INC.,**  
A Colorado Corporation  
**INTO**  
**SKYCOASTER, INC.,**  
A Nevada Corporation

**Receipt No.      FY9900003173**

**NEUMAN & COBB**

**07/21/1998**

**125.00**

**REC'D BY AW**

This Plan of Merger is entered into by and between Skcoaster, Inc., a Nevada corporation ("Parent"), and Sky Fun 1, Inc., a Colorado corporation ("Subsidiary") on this 3<sup>rd</sup> day of July, 1998.

**WHEREAS**, Parent owns one hundred percent (100%) of the issued and outstanding stock of Subsidiary; and

**WHEREAS**, the Board of Directors of the Parent has determined that it is in the best interests of the Parent and its shareholders that the Subsidiary be merged into the Parent (the "Merger") with the Parent being the surviving corporation.

**NOW THEREFORE**, the Parent and Subsidiary adopt this Plan of Merger as follows:

**I.      PROCEDURE OF THE MERGER.**

**A.      The Merger.** On the Effective Date (as defined herein), Subsidiary shall be merged with and into Parent upon the terms and conditions set forth herein as permitted by and in accordance with the Nevada Revised Statutes (the "Nevada Corporation Law") and the Colorado Business Corporation Act (the "Colorado Corporation Law"). Thereupon, the separate existence of Subsidiary shall cease, and Parent, as the surviving corporation in the Merger ("Surviving Corporation"), shall continue to exist under and be governed by the Nevada Corporation Law, with all its purposes, objects, rights, privileges, immunities, powers and franchises continuing unaffected and unimpaired by the Merger. The name of the Surviving Corporation shall be "Skycoaster, Inc."

**B.      Filing.** As soon as practicable following fulfillment of the conditions specified herein, and provided that this Plan of Merger has not been terminated, Parent shall cause Articles of Merger to be executed, acknowledged and filed with the Nevada Secretary of State and the Colorado Secretary of State.

**C.      Effective Date of the Merger.** The Merger shall become effective immediately upon the filing of the Articles of Merger with the Nevada Secretary of State. The date and time of the completion of such filings is herein sometimes referred to as the "Effective Date".

**II.     ARTICLES OF INCORPORATION AND BY-LAWS.**

On the Effective Date, the Articles of Incorporation and By-Laws of Parent, as in effect immediately prior to the Effective Date, shall be and continue to be the Articles of Incorporation and By-Laws of Parent, and the Surviving Corporation, until duly amended in accordance with law.

**TRADEMARK**

**REEL: 1845 FRAME: 0907**



**III. DIRECTORS, OFFICERS AND EMPLOYEES**

The persons who constitute the entire Board of Directors of Parent immediately prior to the Effective Date shall continue as the Board of Directors of the Surviving Corporation.

**IV. CANCELLATION OF SHARES.**

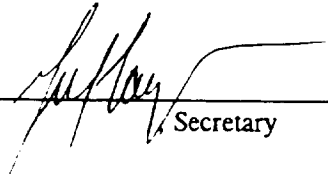
On the Effective date, the issued and outstanding shares of Common Stock of Subsidiary shall be canceled.

**V. CERTAIN EFFECTS OF MERGER.**

On and after the Effective Date, the separate existence of Subsidiary shall cease and Subsidiary shall be merged with and into Parent, which as the Surviving Corporation shall, consistently with its Articles of Incorporation succeed to, and without other transfer, possess all the rights, privileges, immunities, powers and franchises of public as well as private nature, and be subject to all restrictions, disabilities and duties of Subsidiary; and all rights, privileges, immunities, powers and franchises of Subsidiary, and all property, real, personal and mixed, causes of action and every other asset of, and all debts due to Subsidiary on whatever account as well as stock subscriptions and all other things in action or belonging to Subsidiary shall vest in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of Surviving Corporation as they were of Subsidiary; and the title to any real estate vested by deed or otherwise in Subsidiary shall not revert or be in any way impaired by all rights of creditors; and all liens upon any property of Subsidiary shall be preserved unimpaired; and all debts, liabilities and duties of Subsidiary shall thenceforth be attached to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding pending by or against Subsidiary may be prosecuted to judgment, which shall bind the Surviving Corporation, or the Surviving Corporation may be proceeded against or substituted in its place.

Adopted this 15 day of July, 1998.

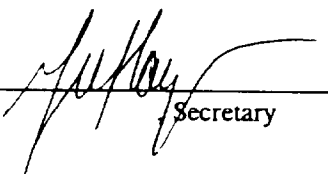
Attest:

  
\_\_\_\_\_  
Secretary


SKYCOASTER, INC.

By:   
\_\_\_\_\_  
Alvin Bissett, President

Attest:

  
\_\_\_\_\_  
Secretary

SKY FUN 1, INC.

By:   
\_\_\_\_\_  
Alvin Bissett, President

TRADEMARK

REEL: 1845 FRAME: 0908

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

JUL 22 1998

No. 013765-48  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER OF  
SKYCOASTER, INC.,  
a Nevada corporation  
AND SKY FUN 1, INC.,  
a Colorado corporation**

Pursuant to the provisions of Section 92A.200 of the Nevada Revised Statutes, as amended, and the provisions of Section 7-111-104 and Section 7-111-107 of the Colorado Business Corporation Act, the undersigned corporations, by their respective duly elected officers, adopt the following Articles of Merger:

**FIRST:** Sky Fun 1, Inc., a Colorado corporation ("SF1"), is hereby merged with and into Skycoaster, Inc., a Nevada corporation ("Skycoaster"), with Skycoaster as the surviving company, all in accordance with the Plan of Merger attached hereto as Exhibit "A" and incorporated herein by reference.

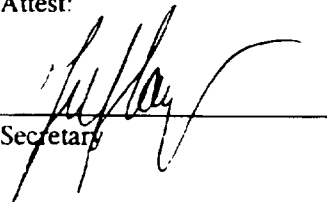
**SECOND:** Immediately prior to the Merger, one hundred percent (100%) of the issued and outstanding shares of SF1 were owned by Skycoaster, therefore, no Shareholder approval is necessary and no mailing of the Plan of Merger is required.

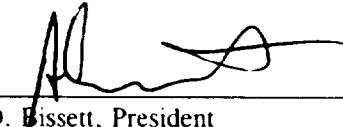
**THIRD:** The effective date of the Merger shall be the date upon which these Articles of Merger are filed with the Nevada Secretary of State, which date complies with the requirements of Section 7-111-104(5) of the Colorado Business Corporation Act and Section 92A.240 of the Nevada Revised Statutes, as amended.

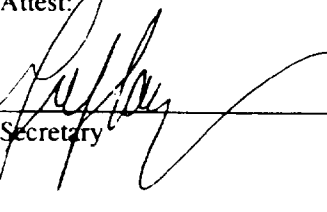
**FOURTH:** The Articles of Incorporation and Bylaws of Skycoaster before the Merger shall be and remain the Articles of Incorporation and Bylaws of the surviving corporation.

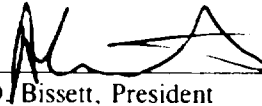
**FIFTH:** Following the Merger, the address of the principal office of Skycoaster shall be One East First Street, Suite 1600, Reno, Nevada 89501.

Dated: July 15, 1998

Attest:  
  
Secretary

SKYCOASTER, INC.  
By:   
Alvin D. Bissett, President

Attest:  
  
Secretary

SKY FUN 1, INC.  
By:   
Alvin D. Bissett, President

Province )  
STATE OF BRITISH )  
                  COLUMBIA )  
COUNTY OF \_\_\_\_\_ )  
CANADA

I, Arthur Bensler, a Notary Public, hereby certify that on the 15<sup>th</sup> day of July, 1998, personally appeared before me Alvin D. Bissett as President of Skycoaster, Inc., a Nevada corporation and as President of Sky Fun 1, Inc., a Colorado corporation, who being by me first duly sworn, declared that he is the person who signed the foregoing documents as the duly elected officer of such corporations, and that the statements therein contained are true. Witness my hand and official seal.

My commission expires: N/A

  
Notary Public

ARTHUR J. BENSLER  
Barrister & Solicitor  
2100 - 1075 West Georgia Street  
Vancouver, B.C. V6E 3G2  
Ph (604) 631-4756