

02-24-1999



100970593

2-16-99

RECORDATION FORM COVER :
TRADEMARKS ONLY

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
- Merger Effective Date
Month Day Year
- 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/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

02/16/1999 JSHABAZZ 00000033 75550556

565E

01 FC:481
02 FC:482

40.00 OP
525.00 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: 1858 FRAME: 0972

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)

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

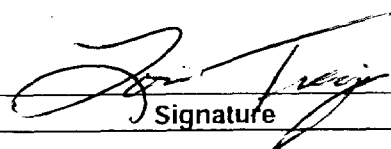
No

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.

Louis Treiger

Name of Person Signing



Signature

Feb. 12, 1999

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional 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

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

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Address (line 2)

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Corporation Association

Other

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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)

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658193	1666338	<input type="text"/>
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1981239	1040811	<input type="text"/>
969041	1040810	<input type="text"/>
902011	<input type="text"/>	<input type="text"/>
1314139	<input type="text"/>	<input type="text"/>

PLAN OF MERGER OF

**PACE INTERNATIONAL, L.P.
a Washington limited partnership,**

WITH AND INTO

**PACE INTERNATIONAL I, LLC,
a Washington limited liability company**

1. The names of the entities planning to merge are PACE INTERNATIONAL, L.P., a Washington limited partnership (the "Merging Partnership"), and PACE INTERNATIONAL I, LLC, a Washington limited liability company (the "Surviving LLC"). PACE INTERNATIONAL I, LLC will be the surviving entity.

2. The general partner and the limited partners of the Merging Partnership have determined that the merger of the Merging Partnership with and into the Surviving LLC (the "Merger") is in the best interests of such general and limited partners, and have unanimously approved the Merger. The members of the Surviving LLC have determined that the Merger is in the best interests of the members, and have unanimously approved the Merger.

3. As of January 1, 1999, 12:02 a.m. (the "Effective Date"), by virtue of the Merger, each of the issued and outstanding general partnership interests and limited partnership interests of the Merging Partnership ("Partnership Interests") shall be converted into membership units of the Surviving LLC, as follows:

3.1.1 Each percentage of the Class A Sharing Ratios held by a Class A Limited Partner of the Partnership shall be converted to one (1) LLC Class A Membership Unit.

3.1.2 The Class B Limited Partnership Interest shall be converted to 100 LLC Class B Membership Units.

3.1.3 Each percentage of the General Sharing Ratio held by Class C Limited Partners Herman Sarkowsky, George Lobisser and Gerald Frazee shall be converted to 1.011235955 LLC Class C Membership Units, and each percentage of the General Sharing Ratio held by Class C Limited Partner NationsCredit Commercial Corporation shall be converted to one (1) LLC Class C Membership Unit.

4. As of the Effective Date, the separate existence of the Merging Partnership shall cease, and said partnership will be merged in accordance with the provisions of this Plan of Merger with and into the Surviving LLC. The Merger shall have such other effects as are set forth in the Washington Limited Partnership Act, the Washington Limited Liability Company Act and all other applicable laws.

5. As of the Effective Date, the Certificate of Formation of the Surviving LLC is hereby amended by changing the name of the entity to:

PACE INTERNATIONAL, LLC

IN WITNESS WHEREOF, this Plan of Merger is made and executed this 30th day of December, 1998.

PACE INTERNATIONAL, L.P.

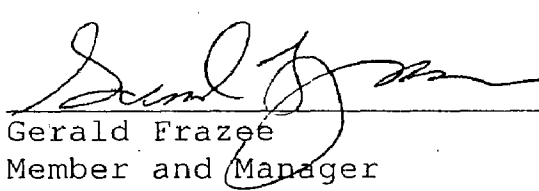
By: S/L III, INC.,
General Partner

By


George Lobisser
President

PACE INTERNATIONAL, LLC

By


Gerald Frazee
Member and Manager

ARTICLES OF MERGER OF

FILED
STATE OF WASHINGTON

PACE INTERNATIONAL, L.P.
a Washington limited partnership,

DEC 31 1998

RALPH MALINO
SECRETARY OF STATE

WITH AND INTO

PACE INTERNATIONAL I, LLC,
a Washington limited liability company

These ARTICLES OF MERGER are executed for the purpose of merging PACE INTERNATIONAL, L.P. a Washington limited partnership (the "Partnership"), with and into PACE INTERNATIONAL I, LLC, a Washington limited liability company (the "LLC").

The Plan of Merger approved by all the general and limited partners of the Partnership and by all the members of the LLC is attached hereto and made a part hereof. The merger has been approved in accordance with RCW 25.10.810 and RCW 25.15.400.

The effective date of these Articles of Merger is January 1, 1999, 12:02 a.m.

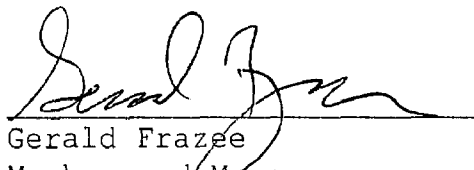
Dated: December 30, 1998.

PACE INTERNATIONAL, L.P.

By: S/L III, INC.,
General Partner

By 
George Lobisser
President

PACE INTERNATIONAL I, LLC

By 
Gerald Frazee
Member and Manager