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Form PTO-1594 (Rev. 6-93)

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OMB No. 0651-0011 (exp. 4/94)

02-19-1999

Office

To the Honorable Commissioner of Patents and Trademarks, Washington, D.C. 20514-0001

100979692

U.S. Patent & TMO/c/TM Mail Rpt Dt. #34

.eof

1. Name of conveying party(ies):
INTERNATURAL DESIGNS, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Minnesota
 Other _____

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

2. Name and address of receiving party(ies):
THE MINER GROUP, LIMITED
5100 Highway 169 North
Minneapolis, Minnesota 55428

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Minnesota
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 26, 1994

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)

4. Application number(s) or trademark number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No(s). None B. Trademark Registration No(s). See attached sheet

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

Jon M. Powers
Faegre & Benson LLP
2200 Norwest Center
90 South Seventh Street
Minneapolis, Minnesota 55402

03/03/1999 JSHABAZZ 00000030 2114458
 01 FC:481 40.00 OP
 02 FC:482 500.00 OP

6. Total number of applications and registrations involved: 21

7. Total fee (37 CFR 3.41) \$540.00

Enclosed
 Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and believe, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jon M. Powers, #P43,868 Jon M. Powers 2/19/99
 Name of person signing Signature Date

Attorney Docket No.: 50870-215643

Total number of pages including cover sheet, attachments, and document: 12

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

TRADEMARK
 REEL: 1864 FRAME: 0241

Attached sheet
Recordation Form Cover Sheet

Trademark Registration Numbers

2,114,458
2,119,655
1,704,886
1,658,314
1,660,824
1,665,924
1,453,161
1,539,683
1,791,649
1,839,021
1,791,843
1,780,438
1,850,679
1,813,665
1,815,100
1,858,978
1,821,641
1,873,318
1,922,074
2,075,472
2,055,105

M2:20222360.01

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

*MN: NORTHPRINT INTERNATIONAL, INC.
MN: ADVANCED WEB TECHNOLOGIES, INC.
MN: PRINT TECHNOLOGIES, INC.
MN: BROUGHTON-NORTHSTAR INTERNATIONAL, INC.
MN: INTERNATURAL DESIGNS, INC.*

State of Formation and Name of Surviving Entity:

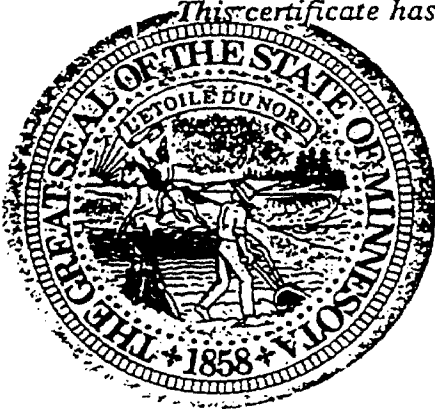
MN: INTERNATURAL DESIGNS, INC.

Effective Date of Merger: April 26, 1994

Name of Surviving Entity After Effective Date of Merger:

THE MINER GROUP, LIMITED.

This certificate has been issued on: April 26, 1994



Joan Anderson Grove
Secretary of State.

5-00000-00

DC
3V-723

0334

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, executed this 18th day of April, 1994, are made pursuant to Section 302A.615 of the Minnesota Statutes, and set forth the plan of merger by and among NORTHPRINT INTERNATIONAL, INC., a Minnesota corporation ("Northprint"); ADVANCED WEB TECHNOLOGIES, INC., a Minnesota corporation ("Advanced"); PRINT TECHNOLOGIES, INC., a Minnesota corporation ("Print"); BROUGHTON-NORTHSTAR INTERNATIONAL, INC., a Minnesota corporation ("Broughton"); and INTERNATURAL DESIGNS, INC., a Minnesota corporation ("IDI") (NorthPrint, Advanced, Print, Broughton and IDI are hereinafter collectively referred to as the "Constituent Corporations").

I.

THE PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated April 15, 1994, is made pursuant to Sections 302A.601 through 302A.651 of the Minnesota Statutes, by and among NORTHPRINT INTERNATIONAL, INC., a Minnesota corporation ("Northprint"), ADVANCED WEB TECHNOLOGIES, INC., a Minnesota corporation ("Advanced"), PRINT TECHNOLOGIES, INC., a Minnesota corporation ("Print"), INTERNATURAL DESIGNS, INC. ("IDI") and BROUGHTON-NORTHSTAR INTERNATIONAL, INC., a Minnesota corporation ("Broughton") (Northprint, Advanced, Print, IDI and Broughton are sometimes hereinafter collectively referred to as the "Constituent Corporations").

041875

TRADEMARK
REEL: 1864 FRAME: 0244

RECITALS

1.) The total number of shares of stock which Northprint is authorized to issue is ten million (10,000,000) shares of no par value common stock. Northprint has one hundred twenty-nine thousand two hundred seventy-four (129,274) shares of issued and outstanding common stock.

2.) The total number of shares of stock which Advanced is authorized to issue is one million (1,000,000) shares of One Dollar (\$1.00) per share par value common stock. Advanced has fifty thousand (50,000) shares of issued and outstanding common stock.

3.) The total number of shares of stock which Print is authorized to issue is one million (1,000,000) shares of One Dollar (\$1.00) per share par value common stock. Print has one hundred thousand (100,000) shares of issued and outstanding common stock.

4.) The total number of shares of stock which IDI is authorized to issue is ten million (10,000,000) shares of no par value common stock. IDI has sixty-nine (69) shares of issued and outstanding common stock.

5.) The total number of shares of stock which Broughton is authorized to issue is one million (1,000,000) shares of One Dollar (\$1.00) per share par value common stock. Broughton has two hundred twenty-five thousand (225,000) shares of issued and outstanding common stock.

6.) The Boards of Directors of the Constituent Corporations deem it desirable and in the best interest of the Constituent Corporations and their shareholders that Print, Advanced, Northprint and Broughton be merged into IDI.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the Constituent Corporations agree, pursuant to Sections 302A.601 through 302A.651 of the Minnesota Statutes, that Print, Advanced, Northprint and Broughton shall be merged into IDI as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of Print, Advanced, Northprint and Broughton into shares or other securities of IDI, as hereinafter set forth.

SECTION 1.

IDI TO BE SURVIVING CORPORATION

Print, Advanced, Northprint and Broughton shall be merged into IDI and the corporate existence of Print, Advanced, Northprint and Broughton shall cease and the corporate existence

of IDI shall continue. IDI shall become the owner, without other transfer, of all of the rights and property of the Constituent Corporations, and shall become subject to all of the debts and liabilities of the Constituent Corporations in the same manner as if IDI had themselves incurred them. (IDI, as the surviving corporation, is hereinafter referred to as the "Surviving Corporation").

SECTION 2.

PRINCIPAL OFFICE

The principal office of 5100 Highway 169 North, Minneapolis, Minnesota 55428, shall remain the principal office of the Surviving Corporation following the merger.

SECTION 3.

ARTICLES OF INCORPORATION

Upon the Effective Date of the Merger, the Articles of Incorporation of the Surviving Corporation shall be amended and restated as set forth in Exhibit A, attached hereto.

SECTION 4.

BYLAWS

The Bylaws of IDI, insofar as not inconsistent with this Plan of Merger, shall be the Bylaws of the Surviving Corporation following the Effective Date until altered, amended, or repealed as therein provided.

SECTION 5.

METHOD OF CONVERTING SHARES

Immediately upon the Effective Date, the issued and outstanding shares of Print, Advanced, Northprint and Broughton shall, without any other action on the part of the holders thereof, become and be converted into shares of stock of IDI, as follows:

(01) Each share of common stock of Advanced, issued and outstanding immediately prior to the Effective Date shall be converted into and become .00005440 shares of common stock of IDI. Each share of common stock so converted shall be fully paid and nonassessable. All authorized but unissued shares of Advance shall be canceled and extinguished on the Effective Date.

(02) Each share of common stock of Broughton, issued and outstanding immediately prior to the Effective Date shall be converted into and become .00024620 shares of common

stock of IDI. Each share of common stock so converted shall be fully paid and nonassessable. All authorized but unissued shares of Broughton shall be canceled and extinguished on the Effective Date.

(03) Each share of common stock of Northprint, issued and outstanding immediately prior to the Effective Date shall be converted into and become .00019814 shares of common stock of IDI. Each share of common stock so converted shall be fully paid and nonassessable. All authorized but unissued shares of Northprint shall be canceled and extinguished on the Effective Date.

(04) Each share of common stock of Print, issued and outstanding immediately prior to the Effective Date shall be converted into and become .00010744 shares of common stock of IDI. Each share of common stock so converted shall be fully paid and nonassessable. All authorized but unissued shares of Print shall be canceled and extinguished on the Effective Date.

(05) After the Effective Date, each holder of certificates for shares of common stock in Print, Advanced, Northprint and Broughton shall surrender them to the Secretary of IDI or to its duly appointed agent, in such manner as IDI shall legally require. On receipt of such share certificates, IDI shall issue and exchange therefor certificates for shares of common stock in IDI, representing the number of shares of such stock to which such holder is entitled.

SECTION 6.

DIVIDENDS PRIOR TO MERGER

Prior to the Effective Date, the Constituent Corporations may pay dividends on their shares of common stock at their respective regular times and rates.

SECTION 7.

EXTRAORDINARY TRANSACTIONS

The Constituent Corporations shall not, prior to the Effective Date, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

SECTION 8.

SUBMISSION TO SHAREHOLDERS: EFFECTIVE DATE

This Agreement shall be submitted to the shareholders of the Constituent Corporations in the manner provided by Section 302A.613 of the Minnesota Statutes, and if the required number of

shareholders of the Constituent Corporations vote in favor of the adoption of this Agreement and Plan of Merger, it shall take effect as the Agreement and Plan of Merger of the Constituent Corporations on the date Articles of Merger are filed with the Secretary of State of Minnesota (the "Effective Date").

II.

SHAREHOLDER APPROVAL

The above-described Agreement and Plan of Merger was approved by the shareholders of Northprint International., Inc., Advanced Web Technologies, Inc., Print Technologies, Inc., InterNatural Designs, Inc. and Broughton-Northstar International, Inc., by minutes of action for each corporation dated April 18, 1994, pursuant to Minnesota Statutes, Section 302A.613, subd. 2.

NORTHPRINT INTERNATIONAL, INC.

PRINT TECHNOLOGIES, INC.

By: [Signature]
Its: CEO

By: [Signature]
Its: CEO

ADVANCED WEB TECHNOLOGIES, INC.

BROUGHTON-NORTHSTAR INTERNATIONAL, INC.

By: [Signature]
Its: CEO

By: [Signature]
Its: CEO

INTERNATIONAL DESIGNS, INC.

By: [Signature]
Its: CEO

EXHIBIT A
RESTATED ARTICLES OF INCORPORATION
OF
INTERNATURAL DESIGNS, INC.

ARTICLE 1.

NAME

The name of the Corporation is The Miner Group, Limited.

ARTICLE 2.

REGISTERED OFFICE

The address of the registered office of the Corporation is 5100 Highway 169 North, Minneapolis, Minnesota 55428.

ARTICLE 3.

PURPOSES AND TERM

The Corporation shall have general business purposes, and shall have perpetual existence.

ARTICLE 4.

SHARES

The shares of capital stock of the Corporation shall be subject to the following:

- (01) The Corporation is authorized to issue ten million (10,000,000) shares of One Cent (\$.01) per share par value capital stock, to be held, sold, and paid for at such times and in such manner as the Board of Directors may from time to time determine, in accordance with the laws of the State of Minnesota.
- (02) Unless otherwise established by the Board of Directors, all shares of the Corporation are common shares entitled to vote and shall be of one class and one series having equal rights and preferences in all matters. Unless otherwise provided in these Articles, or Bylaws of the Corporation, or in the terms of the shares, a common shareholder has one (1) vote for each share held.

- (03) The Board of Directors shall have the power to establish more than one class or series of shares and to fix the relative rights and preferences of any such different classes or series.
- (04) The shareholders of the Corporation shall not have preemptive rights, unless with respect to some or all of the authorized and unissued shares, the Board of Directors grants preemptive rights.
- (05) Cumulative voting for directors is not permitted.

ARTICLE 5.

DIRECTORS' ACTION

Any action, other than an action requiring shareholder approval, may be taken by written action signed by the number of directors that would be required to take the action at a meeting at which all directors were present.

ARTICLE 6.

AMENDMENT OF ARTICLES

The shareholder vote required for adoption of an amendment to these Articles of Incorporation shall be the affirmative vote of the holders of a majority of the voting power of the shares present and entitled to vote at a shareholder's meeting.

ARTICLE 7.

DIRECTORS' LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article 7 shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Sections 302A.559 or 80A.23 of the Minnesota Statutes, (iv) for any transaction from which the director derived an improper personal benefit, or (v) liability for any act or omission occurring prior to the effective date of this Article 7. If Minnesota Statutes Chapter 302A is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Minnesota Statutes Chapter

302A. Any repeal or modification of this Article 7 by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 8.

FUNDAMENTAL CHANGES

In any of the following types of actions or transactions with respect to which the law requires a vote of the outstanding shares of the Corporation, the affirmative vote of a majority of the shares entitled to vote shall be sufficient to authorize the action or transaction:

(01) A merger with any other corporation or corporations;

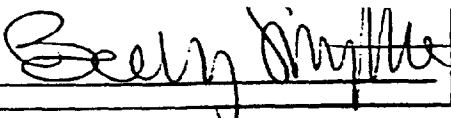
(02) An exchange of one or more classes or series of the shares of the Corporation for the shares of one or more classes or series of one or more other corporations;

(03) The sale, lease, transfer, or other disposition of all, or substantially all, of the Corporation's property and assets, including its goodwill, not in the usual and regular course of business;

(04) The voluntary dissolution of the Corporation.

STATE OF MINNESOTA
 DEPARTMENT OF STATE
 FILED
 APR 26 1994
 Secretary of State

MBS:BA4

BY 



02-19-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #34

PRINCIPAL REGISTER

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Reg. Nos. See attached sheet For Various Marks	Docket No. 50870-215643
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Box Assignment

EXPRESS MAIL LABEL NO. EM366614311US

Assistant Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, VA 22202-3513

I CERTIFY THAT, ON FEBRUARY 19, 1999, THIS PAPER IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS EXPRESS MAIL POST OFFICE TO ADDRESSEE SERVICE UNDER 37 C.F.R. 1.10 IN AN ENVELOPE ADDRESSED TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS, 2900 CRYSTAL DRIVE, ARLINGTON, VA 22202-3513.

Karen K. Sonstebly
 Karen K. Sonstebly

TRANSMITTAL LETTER

Enclosed for filing are the following papers in connection with the above-identified trademark registrations:

- Merger documents with Recordation Form Cover Sheets attached;
- Check No. 459844 in the amount of \$ 540.00 to cover the fee for recording the registrations;
- Postcard.

A self-addressed return postcard in accordance with T.M.E.P. Section 703 itemizing all of the above-referenced documents filed with the United States Patent and Trademark Office.

In the event the amount submitted herewith is insufficient in any respect, the Commissioner is hereby authorized to charge the balance needed to our Deposit Account No. 06-0029 and notify us of the same.

Respectfully Submitted,



Jon M. Powers, #P43,868
Faegre & Benson
90 South Seventh Street
2200 Norwest Center
Minneapolis, MN 55402

Dated: February 19, 1999

M2:20226648.01