

03-16-1999



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RECORDATION FORM COVER SHEET
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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 # _____

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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 Action TV & Appliance Rental, Inc. Execution Date
Month Day Year 10271997

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization A Texas Corporation

Receiving Party

Mark if additional names of receiving parties attached

Name RTO Operating, Inc.

DBA/AKATA _____

Composed of _____

Address (line 1) 714 E. Kimbrough Street

Address (line 2) _____

Address (line 3) Mesquite TX 75149
City State/Country

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization A Delaware Corporation

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.)

FOR OFFICE USE ONLY

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TRADEMARKS
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FEB 11 1999

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1832944"/>	<input type="text" value="1801274"/>	<input type="text" value="2147736"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Susan M. Kornfield

Susan M. Kornfield

3-4-99

Name of Person Signing

Signature

Date Signed

DECLARATION

I, Tracy A. Schrader, hold the position of Secretary with the undersigned corporation and declare that the attached document captioned "The State of Texas Secretary of State Certificate of Merger" with respect to the merger of Action TV & Appliance Rental, Inc. with RTO Operating, Inc., dated October 31, 1997, is a true copy of the original document.

I have been warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that such willful false statements may jeopardize the validity of recordation of this document with the U.S. Patent and Trademark Office. I declare under penalty of perjury that the foregoing is true and correct.

RTO OPERATING, INC.,
a Delaware corporation

By:


Tracy A. Schrader, Secretary

Dated: June 5, 1998



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

ACTION TV & APPLIANCE RENTAL, INC.

(a Texas corporation)

WITH

RTO OPERATING, INC.

(a Delaware corporation)

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed OCTOBER 31, 1997

Effective OCTOBER 31, 1997



Antonio O. Garza, Jr.

Secretary of State

TRADEMARK

REEL: 1867 FRAME: 0791

Texas

**ARTICLES OF MERGER
OF
ACTION TV & APPLIANCE RENTAL, INC.
WITH AND INTO
RTO OPERATING, INC.**

FILED
In the Office of the
Secretary of State of Texas

OCT 31 1997

CORPORATIONS SECTION

1. The Plan of Merger between Action TV & Appliance Rental, Inc., a Texas corporation and RTO Operating, Inc., a Delaware corporation is on file at the principal place of business of RTO Operating, Inc. which is located at 714 E. Kimbrough Street, Mesquite, Texas 75149. A copy of the Plan of Merger will be furnished to any shareholder of RTO Operating, Inc. or Action TV & Appliance Rental, Inc. without charge upon request therefore.
2. The Plan of Merger has been approved by Action TV & Appliance Rental, Inc. pursuant to the Texas Business Corporation Act and was adopted by the shareholder of Action TV & Appliance Rental, Inc. on October 27, 1997. Action TV & Appliance Rental, Inc. has one thousand (1000) shares of common stock outstanding, all of which were voted in favor of the Plan of Merger.
3. The Plan of Merger has been approved by RTO Operating, Inc. pursuant to the Delaware General Corporation Law and its constituent documents and was adopted by the shareholder of RTO Operating, Inc. on October 27, 1997. RTO Operating, Inc. has one hundred (100) shares of common stock outstanding, all of which were voted in favor of the Plan of Merger.
4. The merger of Action TV & Appliance Rental, Inc. with RTO Operating, Inc. shall become effective upon the filing of these Articles of Merger.
5. There are no changes to the Certificate of Incorporation of RTO Operating, Inc.

IN WITNESS WHEREOF, Action TV & Appliance Rental, Inc. and RTO Operating, Inc. have executed these Articles of Merger this 27th day of October, 1997.

RTO OPERATING, INC.

By: Billy W. White Sr.
Billy W. White, Sr.,
Chief Executive Officer

ACTION TV & APPLIANCE RENTAL, INC.

By: Billy W. White Sr.
Billy W. White, Sr.,
Chief Executive Officer