

MDP 3/15/99

Form PTO-1595
(Rev. 6-93)

RECORDATION

03-23-1999

DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

RE TRADE



100992479

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

1. Name of conveying party(ies): ROXXI FINANCE

- Individual(s)
- General Partnership
- Corporation-State (OK)
- Other: _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: April 12, 1994

2. Name and address of receiving party(ies)

Name: ROXXI, INC.

Internal Address: _____

Street Address: 15170 N. Hayden Rd.

City: Scottsdale State: AZ ZIP: 85260

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State NV
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

(Designations must be a separate document from assignment)

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

4. Application number(s) or registration 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):

B. Trademark Registration No. (s):

1,768,715

Additional numbers attached? Yes No

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

Name: Hudak & Shunk Co., L.P.A.

Internal Address: Frank C. Rote, Jr.

Street Address: 7 West Bowery Street, Suite 808

City: Akron State: OH ZIP: 44308-1133

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: _____

(Attach duplicate copy of this page if paying by deposit account)

03/22/1999 JSHABAZZ 00000138 1768715

01 FC:481

(40.00 OP)

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.

Frank C. Rote, Jr.

Name of Person Signing
Registration No. 20,395

Frank C. Rote, Jr.
Signature

3-10-99

Date

Total number of pages including cover sheet, attachments, and documents: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1871 FRAME: 0620

70703 10000

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE

I, the undersigned Secretary of State of the State of Oklahoma, do hereby certify:

ROXXI, INC.
An Oklahoma Corporation

merged with and into

ROXXI, INC.
*A Nevada Corporation not qualified to transact business
in the State of Oklahoma*

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed
the Great Seal of the State of Oklahoma.*



*Filed in the City of Oklahoma City this 12th
day of April, 1994.*

Geo. Henley
Secretary of State

By: *Thos. J. Conville*

DB 500777-555555

APR 12 1994

CERTIFICATE OF MERGER

OKLAHOMA SECRETARY
OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned surviving corporation, Roxxi, Inc., a Nevada corporation (the "Surviving Corporation"), hereby certifies:

1. The name and state of incorporation of each of the constituent corporations is as follows:

<u>Constituent Corporation</u>	<u>State of Incorporation</u>
Roxxi, Inc.	Nevada
ROXXI, Inc. ("ROXXI Oklahoma")	Oklahoma

2. A Merger Agreement (the "Agreement") has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation and ROXXI Oklahoma in accordance with the provisions of Section 1082 of the Oklahoma General Corporation Act (the "Act").

3. The name of the Surviving Corporation shall be: Roxxi, Inc.

4. The Articles of Incorporation of the Surviving Corporation shall be its Articles of Incorporation.

5. The executed Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

444 West Geneva
Tempe, Arizona 85282
Attn: Charles H. Patterson

6. A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any constituent corporation.

7. The Surviving Corporation hereby agrees that it may be served with process in this state in any proceeding for enforcement of any obligation of any constituent corporation of this state, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the rights of any shareholders as determined in appraisal proceedings pursuant to the provisions of Section 1091 of the Act. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Oklahoma as its agent to accept service

7 0 7 0 3 2 1 0 0 0 2

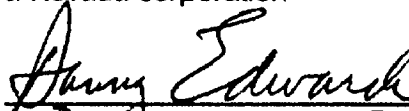
of process in any such suit or other proceedings, and a copy of such process shall be mailed by the Secretary of State of the State of Oklahoma to the following address:

444 West Geneva
Tempe, Arizona 85282
Attn: Charles H. Patterson

IN WITNESS WHEREOF, ROXXI, Inc., a Nevada corporation, as the surviving corporation, has caused this Certificate of Merger to be executed in its name, by its President, and attested to by its Secretary, this 12th day of April, 1994.

Roxxi, Inc.
a Nevada corporation

By:


Danny Edwards, President

ATTEST:


CHARLES H. PATTERSON, Secretary

JDR14kmD0063

2