

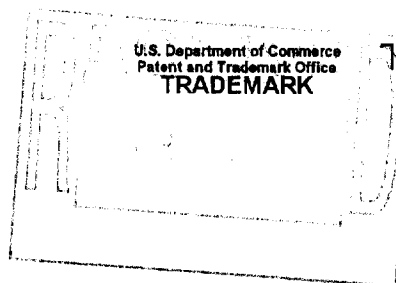
MDP 4-9-99

04-19-1999



101014543  
RECORDATION UNIT  
TRADEMARKS ONLY

ET



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

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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

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

00000200 7519 02/25/99 01 FC:461 02 FC:462

**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

(214) 969-1344

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" value="75/491,226"/>	<input type="text" value="75/426,575"/>	<input type="text"/>	<input type="text" value="1,486,958"/>	<input type="text" value="1,165,621"/>	<input type="text" value="1,701,873"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,678,633"/>	<input type="text" value="1,056,636"/>	<input type="text" value="1,098,204"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,129,076"/>	<input type="text" value="1,310,163"/>	<input type="text" value="1,329,718"/>

**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.

DEBORAH B. CRENSHAW  
Name of Person Signing

Signature

Date Signed

**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 conveying parties attached

Name

DBA/AKA/TA

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

**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"/>	<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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1,961,111	879,538	2,104,161
1,879,254	1,768,117	1,745,243
<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"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>



# 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

JERELL, INC.  
a Texas corporation  
with  
JI REINCORPORATION SUBSIDIARY, INC.  
a Nevada no permit entity

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            JANUARY 14 1999

Effective        JANUARY 14 1999

jk



---

*Secretary of State*

TRADEMARK  
REEL: 1884 FRAME: 0341

**ARTICLES OF MERGER  
OF  
JERELL, INC.  
(a Texas Corporation)  
INTO  
JI REINCORPORATION SUBSIDIARY, INC. CORPORATIONS SECTION  
(a Nevada Corporation)**

FILED  
In the Office of the  
Secretary of State of Texas  
  
JAN 14 1999  
  
CORPORATIONS SECTION

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned entities adopt the following articles of merger for the purpose of effecting a merger in accordance with the provisions of Article 5.01 of the Texas Business Corporation Act.

1. The name and state of incorporation of each of the constituent corporations in the merger effected hereby (the "Merger") and the states under the laws of which they are respectively organized are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Jerell, Inc.	Texas
JI Reincorporation Subsidiary, Inc.	Nevada

2. An Agreement and Plan of Merger dated as of January 13, 1999 (the "Plan of Merger"), by and between Jerell, Inc. ("JI Texas") and JI Reincorporation Subsidiary, Inc. ("JI Nevada"), has been adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act, and was approved by the board of directors and sole shareholder of JI Texas in the manner prescribed by the Texas Business Corporation Act.

3. An executed Plan of Merger is on file at the principal place of business of the Surviving Corporation at 1431 Regal Row, Dallas, Texas 75247 and a copy of such Plan of Merger will be furnished without cost to any shareholder of JI Texas upon written request to the Surviving Corporation at 1431 Regal Row, Dallas, Texas 75247.

4. There are 1,000 shares of Common Stock, par value \$0.01 per share, of JI Texas issued and outstanding. JI Texas does not have any other shares of capital stock outstanding.

5. There are 1,000 shares of Common Stock, no par value, of JI Nevada issued and outstanding. JI Nevada does not have any other shares of capital stock outstanding.

6. As to each of the undersigned corporations, the total number of shares voted for and against the Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Voted For</u>	<u>Number of Shares Voted Against</u>
Jerell, Inc.	1,000	-0-
JJ Reincorporation Subsidiary, Inc.	1,000	-0-

7. The Plan of Merger and the performance of its terms were duly authorized by all action required by the Texas Business Corporation Act, the law under which JJ Texas was incorporated or organized, and by JJ Texas' constituent documents. The Plan of Merger and the performance of its terms were duly authorized by all action required by the Nevada General Corporation Law, the law under which JJ Nevada was incorporated or organized, and by JJ Nevada's constituent documents.

8. The address of the registered or principal office of the Surviving Corporation in the jurisdiction under whose laws it is governed is One East First Street, Suite 1600, Reno, Nevada.

9. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes of JJ Texas as required by law and will be obligated to pay such fees and franchise taxes if such fees and franchise taxes are not timely paid.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as  
January 13, 1999.

**JI TEXAS:**

**JERELL, INC., a Texas corporation**

By: Frank D. Bracken  
Name: Frank D. Bracken  
Title: President

**JI NEVADA:**

**JI REINCORPORATION SUBSIDIARY, INC.,  
a Nevada corporation**

By: Frank D. Bracken  
Name: Frank D. Bracken  
Title: President

F:\S1466\HAG488\39000\ARTMERG2.TX

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

JAN 14 1999  
No. C.373-99  
*Deah Heller*  
DEAH HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER  
OF  
JERELL, INC.  
(a Texas Corporation)  
INTO  
JI REINCORPORATION SUBSIDIARY, INC.  
(a Nevada Corporation)**

The undersigned President and Secretary of JI REINCORPORATION SUBSIDIARY, INC., a Nevada corporation, submit the following Articles of Merger pursuant to the provisions of Section 92A.200 of the Nevada General Corporation Law.

1. The name and state of incorporation of each of the constituent corporations in the merger effected hereby (the "Merger") and the states under the laws of which they are respectively organized are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Jerell, Inc.	Texas
JI Reincorporation Subsidiary, Inc.	Nevada

2. An Agreement and Plan of Merger dated as of January 13, 1999 (the "Plan of Merger"), by and between Jerell, Inc. ("JI Texas"), and JI Reincorporation Subsidiary, Inc. ("JI Nevada"), pursuant to which JI Texas shall merge with and into JI Nevada has been adopted by the board of directors and sole stockholder of JI Nevada and by the board of directors and sole shareholder of JI Texas.

3. The Plan of Merger was approved by unanimous written consent of the sole stockholder of JI Nevada and by unanimous written consent of the sole shareholder of JI Texas.

4. Upon the effectiveness of the Plan, the separate existence of JI Texas shall cease and JI Nevada, as the surviving corporation in accordance with the Plan (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Nevada. The Articles of Incorporation of JI Nevada shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with their terms and as provided by applicable law; provided, however, Article I of JI Nevada's Articles of Incorporation shall be hereby amended and restated in its entirety to read as follows:

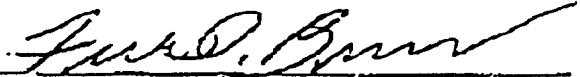
The name of the Corporation is Jerell, Inc.

5. The complete executed Plan of Merger is on file at the registered office of the Surviving Corporation.



IN WITNESS WHEREOF, the Surviving Corporation has caused these Articles of Merger to be duly executed by its President and Secretary on January 13, 1999.

**JI REINCORPORATION SUBSIDIARY, INC.,**  
a Nevada corporation

By:   
Frank D. Bracken, President

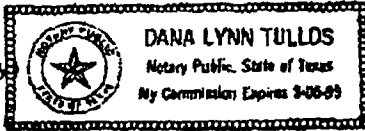
By:   
David M. Tehle, Secretary

214 154 0222 P.03/04

TOTAL P.04

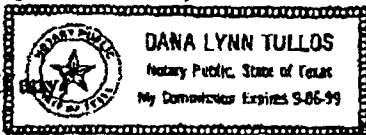
State of Texas )  
County of Dallas )

This instrument was acknowledged before me on January 13, 1999, by Frank D. Bracken as President of JI Reincorporation Subsidiary, Inc., a Nevada corporation.

(Seal, if any)  Dana Lynn Tullos  
Notary  
(My commission expires: 9/6/99)

State of Texas )  
County of Dallas )

This instrument was acknowledged before me on January 13, 1999, by David M. Tchile as Secretary of JI Reincorporation Subsidiary, Inc., a Nevada corporation.

(Seal, if any)  Dana Lynn Tullos  
Notary  
(My commission expires: 9/6/99)

6.NF:US1466NIAG48E39000ARTMERC2.NV

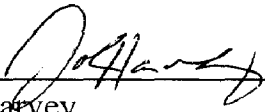
214 754 0922 P.04/04

CERTIFICATE OF EXPRESS MAIL

Express Mail Label Number: EL174042093US

Date of Deposit: April 9, 1999

I hereby certify the foregoing documents are being deposited with the United States Postal Service as Express Mail, Post Office to Addressee, postage prepaid, in an envelope addressed to the Commissioner of Patents and Trademarks, Box ASSIGNMENTS, Washington, D.C. 20231, on this the 9th day of April, 1999.

  
\_\_\_\_\_  
John Harvey

# THOMPSON & KNIGHT

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS

1700 PACIFIC AVENUE • SUITE 3300  
DALLAS, TEXAS 75201-4693  
(214) 969-1700  
FAX (214) 969-1751

DIRECT DIAL:

(214) 969-1344

E-mail: crenshawd@tklaw.com

AUSTIN  
FORT WORTH  
HOUSTON  
MONTERREY, MEXICO

April 9, 1999

VIA EXPRESS MAIL NO. EL174042093US

Commissioner of Patents and Trademarks  
BOX ASSIGNMENTS  
Washington, D.C. 20231

**Re: Trademark Recordation Cover Sheet for:**

**Merger From Jerell, Inc. (Texas) to Jerell, Inc. (Nevada)**

Dear Sir:

Enclosed please find the recordation cover sheet referenced above, along with a check for the appropriate fees. Please note that this is for Trademarks only.

If there is any discrepancy between the required fees and the amount enclosed, please withdraw any deficiency from Deposit Account No. 20-0821 of Thompson & Knight, P.C.

Please acknowledge receipt of the enclosed material by date stamping and returning the enclosed pre-paid self-addressed postcard.

Please direct all correspondence and telephone communications regarding this matter to the undersigned at (214) 969-1344.

Very truly yours,



Deborah B. Crenshaw

Enclosures