

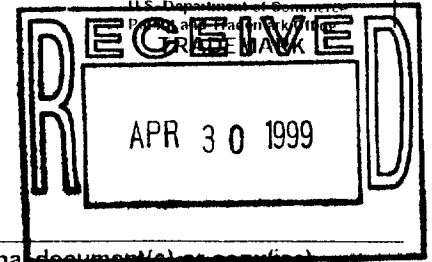
05-13-1999



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4-30-99

RECORDATION FORM COVER SHEET  
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  Change of Name
  - Other
- Effective Date  
Month Day Year  
**5 7 98**

Conveying Party

Mark if additional names of conveying parties attached

Name **PIMMS, INC.**

Execution Date  
Month Day Year  
**4 13 98**

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization **Minnesota Corporation**

Receiving Party

Mark if additional names of receiving parties attached

Name **PIMMS CORPORATION**

DBA/AKA/TA

Composed of

Address (line 1) **800 LaSalle Avenue**

Address (line 2)

Address (line 3) **Minneapolis** **Minnesota** **55402**  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  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.)
- Corporation  Association
- Other

Citizenship/State of Incorporation/Organization **Minnesota**

05/13/1999 DNGUYEN 00000017 75259587

FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

40.00 OP  
50.00 OP

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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: 1895 FRAME: 0962

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

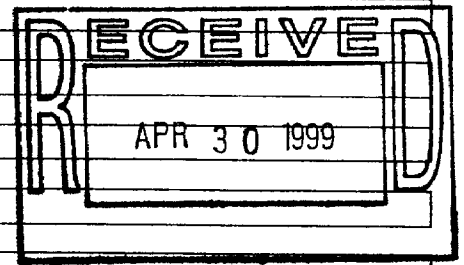
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



**Correspondent Name and Address**

Area Code and Telephone Number

404-572-4677

Name

Lisa A. Read

Address (line 1)

King & Spalding

Address (line 2)

191 Peachtree Street

Address (line 3)

Atlanta, Georgia 30303-1763

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

4

**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)**

75/259557

**Registration Number(s)**

1,948,550

75/333263

**Number of Properties**

Enter the total number of properties involved.

#

3

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

90.00

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.

Ellen Morrissey Hughes

Name of Person Signing

*Ellen Morrissey Hughes*  
Signature

April 26, 1999

Date Signed

# 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: PIMMS CORPORATION

MN: PIMMS, INC.

State of Formation and Name of Surviving Entity:

MN: PIMMS CORPORATION

Effective Date of Merger: 5/7/98

Name of Surviving Entity After Effective Date of Merger:

PIMMS CORPORATION

This certificate has been issued on: 5/7/98



*Joan Anderson Grove*  
Secretary of State.

52-185

ARTICLES OF MERGER  
OF  
PIMMS, INC.  
INTO  
PIMMS CORPORATION

PIMMS, Inc., a Minnesota corporation and organized under Minnesota Statutes Chapter 302A (herein "PIMMS, Inc.") and PIMMS Corporation, a Minnesota corporation organized under Minnesota Statutes Chapter 302A (herein "PIMMS Corp."), through their respective Boards of Directors and pursuant to Minnesota Statutes Sections 302A.615, hereby adopt the following Articles of Merger:

- 1. A certified copy of the Plan of Merger adopted by the Boards of Directors of PIMMS, Inc. and PIMMS Corp. is attached hereto as Exhibit "A".
- 2. The effective date of these Articles of Merger shall be the date of filing of the same with the Minnesota Secretary of State.
- 3. After the merger, the name of the surviving corporation shall be PIMMS Corporation and the registered office of the corporation shall be located at 800 LaSalle Plaza, Suite 2250, Minneapolis, Minnesota 55402.
- 4. The Plan of Merger was approved by PIMMS, Inc. and PIMMS Corp. in accordance with Chapters 302A of the Minnesota Statutes.

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Merger on behalf of said corporations on this 13 day of April, 1998

PIMMS, Inc.  
By Lisa A. Smith  
Lisa A. Smith  
Its President CEO

PIMMS Corporation  
By Lisa A. Smith  
Lisa A. Smith  
Its President CEO

**EXHIBIT "A"**  
**PLAN OF MERGER OF**  
**PIMMS, INC.**  
**INTO**  
**PIMMS CORPORATION**

Pursuant to the provisions of Minnesota Statutes Sections 302A.611 et seq. PIMMS, Inc., a Minnesota corporation (herein at times "PIMMS, Inc."), and PIMMS Corporation, a Minnesota corporation (herein "PIMMS Corporation"), hereby adopt the following Plan of Merger:

WHEREAS, PIMMS, Inc. and PIMMS Corporation have determined that it is in the best interest of both corporations to merge PIMMS, Inc. into PIMMS Corporation with PIMMS Corporation remaining as the surviving entity; and

WHEREAS, the Boards of Directors of PIMMS, Inc. and PIMMS Corporation have approved this Plan of Merger.

NOW, THEREFORE, PIMMS, Inc. and PIMMS Corporation hereby adopt the following Plan of Merger:

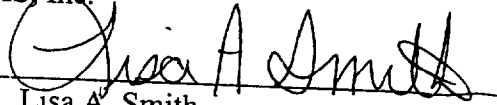
1. The merger of PIMMS, Inc. and PIMMS Corporation shall be effective as of the date of the filing of Articles of Merger with the Minnesota Secretary of State.
2. Upon the effective date of the merger, PIMMS, Inc. shall cease to exist and all right, title and interest of PIMMS, Inc. in its assets and liabilities shall vest in PIMMS Corporation
3. Upon the effective date of the merger, each one (1) share of PIMMS, Inc. shall be exchanged for one (1) share of PIMMS Corporation
4. The surviving corporation shall be PIMMS Corporation and the registered office of the corporation shall be located at 800 LaSalle Plaza, Suite 2250, Minneapolis, Minnesota 55402.
5. No amendments are proposed to be made to the articles of incorporation of PIMMS Corporation as part of the merger contemplated herein.

6. The officers of both corporations shall take all further action necessary or advisable to effect the foregoing merger, including the execution and acknowledgement of a certificate embracing this Plan of Merger and shall cause such certificate to be filed and recorded in the manner provided by Minnesota law.

Dated: April 13, 1998

PIMMS, Inc.

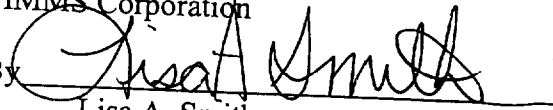
By



Lisa A. Smith  
Its President

PIMMS Corporation

By



Lisa A. Smith  
Its President

NADOC\KAS\131153

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

MAY - 7 1998

*Jan Anderson*

Secretary of  
TRADEMARK

RECORDED: 04/30/1999

REEL: 1895 FRAME: 0967