

05-26-1999



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

5.20.99

**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 Effective Date
Month Day Year
- Change of Name
- Other

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

Mark if additional names of receiving 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 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

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FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 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

REEL: 001901 FRAME: 0405

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

<input type="text" value="2,038,493"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2,058,869"/>	<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.

Michael A. Parks

Michael A. Parks

05/13/99

Name of Person Signing

Signature

Date Signed

State of Delaware

Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AGENCY ONE, INC.", A IDAHO CORPORATION,

WITH AND INTO "AMS SERVICES, INC." UNDER THE NAME OF "AMS SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8548340
DATE: 07-08-97

TRADEMARK
REEL: 001901 FRAME: 0407

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
Agency One, Inc.
an Idaho corporation
INTO
AMS SERVICES, INC.
a Delaware corporation**

**In accordance with Section 253 of the
Delaware General Corporation Law**

AMS Services, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation").

DOES HEREBY CERTIFY:

FIRST: That the Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 27th day of December 1985.

SECOND: That the Corporation owns 100% of the outstanding shares of the capital stock of Agency One, Inc., a corporation organized pursuant to the provisions of the Business Corporation Act of the State of Idaho on June 1, 1992 (the "Subsidiary").

THIRD: The Corporation by the following resolutions of its Board of Directors duly adopted on the 19th day of December 1996, determined to merge with and into itself the Subsidiary.

"WHEREAS the Corporation desires to merge its wholly-owned subsidiary, Agency One, Inc., an Idaho corporation ("Agency One"), with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware ("GCL");

RESOLVED, that, Agency One be merged with and into the Corporation (the "Merger"), such Merger to be effective upon filing with the Secretary of State of Delaware of a Certificate of Ownership and Merger as provide pursuant to Section 253 of the GCL, and that all of the estate, property, rights, privileges, powers and franchises of Agency One be vested in and held and enjoyed by the Corporation as fully and entirely and

RESOLVED, that each share of capital stock of Agency One, Inc. owned by the Corporation immediately prior to the Merger shall be, upon consummation of the Merger, cancelled.

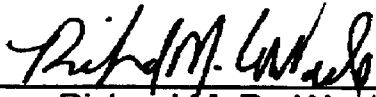
RESOLVED, that the appropriate officer or officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and, immediately prior to the Closing of the public offering of the Corporation's common stock, file a Certificate of Ownership and Merger as provided pursuant to Section 253 of the GCL and to perform any and all other acts including but not limited to, the execution of such additional documents, that he or they may, in such officers' sole and absolute discretion, deem necessary or desirable to consummate the Merger."

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date of filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware.

FIFTH: The merger of the Subsidiary with and into the Corporation shall become effective as of December 31, 1996.

IN WITNESS WHEREOF, the undersigned, for the purposes of effectuating the merger of the Subsidiary with and into the Corporation, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury do hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly has hereunto signed this Certificate of Ownership and Merger as of this 26th day of December 1996.

AMS SERVICES, INC.

By: 
Name: Richard M. De Waele
Title: Secretary