



ts and Trademarks  
ent or copy thereof.

101060316

Doc. 1

1. Name of Party(ies) conveying an interest in

Electronic Sign Corporation

Name and Address of Party (ies) receiving an interest:

Name: Displays Acquisitions Corp.

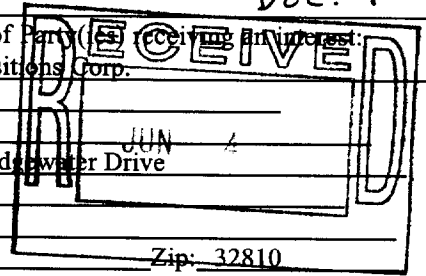
Internal Address:

Street Address: 5029 Edgewater Drive

City: Orlando

State: Florida

Zip: 32810



MRD 6.4.99

Entity:

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other \_\_\_\_\_

Entity:

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation-State Florida
- Other \_\_\_\_\_

3. Interest Conveyed:

- Assignment
- Change of Name
- Security Agreement
- Merger
- Other \_\_\_\_\_

Citizenship \_\_\_\_\_

If not domiciled in the United States, a domestic

representative designation is attached:

- Yes
- No

(the attached document must not be an assignment)

Execution Date February 18, 1998

4. Application number(s) or patent number(s). Additional sheet attached?

- Yes
- No

A. Trademark Application No.(s)

75/204,672

B. Trademark Registration No.(s)

2,206,413  
2,235,618  
2,200,932

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

Name: Kathleen A. Skinner

Internal Address: \_\_\_\_\_

Street Address: One Kaiser Plaza, Suite 2360

City: Oakland

State: CA Zip: 94612

6. Number of applications and registrations involved:

4

7. Amount of fee enclosed or authorized to be charged:

\$ 115.00

8. Deposit account number: No. 19/2383

USE FOR CREDIT OR INSUFFICIENT FEE ONLY

DO NOT USE THIS SPACE

06/09/1999 NTHAI1 00000100 75204672

01 FC:488 Statement and signature. 40.00 OP

02 FC:488 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 75.00 OP

Kathleen A. Skinner

Name of Person Signing

*Kathleen A. Skinner*

Signature

June 4, 1999

Date

Total number of pages including cover sheet, attachments and document: 6

DOCUMENT # 1 of 3

PLEASE RECORD THIS DOCUMENT FIRST

TRADEMARK  
REEL: 001909 FRAME: 0506

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on February 18, 1998, for DISPLAYS ACQUISITIONS CORP. which changed its name to AD ART DISPLAYS, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is P98000013512.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Nineteenth day of February, 1998



CR2EQ22 (2-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

ARTICLES OF MERGER  
OF ELECTRONIC SIGN CORPORATION  
INTO DISPLAYS ACQUISITIONS CORP.

FILED

FEB 18 PM 4:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, these Articles of Merger provide as follows:

**ARTICLE I**  
**Names and Surviving Corporation**

The names and states of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Electronic Sign Corporation, d/b/a Ad Art	California
Displays Acquisitions Corp.	Florida
La-Man Corporation	Nevada

Displays Acquisitions Corp. shall be the surviving corporation (the "Surviving Corporation").

**ARTICLE II**  
**Plan of Merger**

The Plan of Merger is attached hereto as Exhibit A.

**ARTICLE III**  
**Approval of the Plan of Merger**

The Plan of Merger was adopted and approved, in accordance with California law, by Electronic Sign Corporation d/b/a Ad Art ("Ad Art") as of February 17, 1998, by unanimous written consent of all of the directors, pursuant to which the board of directors of Ad Art submitted it for vote by the shareholders with a recommendation that it be approved. On the same date, one hundred percent (100%) of all of the votes entitled to be cast of each class of shares entitled to vote, approved the Plan of Merger by written consent.

The Plan of Merger was adopted by Displays Acquisitions Corp. on February 17, 1998, in accordance with Florida law, by written consent of all of the directors of Displays Acquisitions Corp., pursuant to which the board of directors of Displays Acquisitions Corp. submitted it to the sole shareholder for its approval. On the same date, the sole shareholder of Displays Acquisitions Corp. approved the Plan of Merger by written consent.

The Plan of Merger was adopted by La-Man Corporation on February 17, 1998, in accordance with Nevada law, by written consent of all of the directors of La-Man Corporation. Approval by the shareholders of La-Man Corporation is not required for this transaction.

**ARTICLE IV**  
**Effective Date of Merger**

The merger shall be effective on the date of filing of these Articles of Merger by the Secretary of State of Florida.

**ARTICLE V**  
**Amendment to Articles**

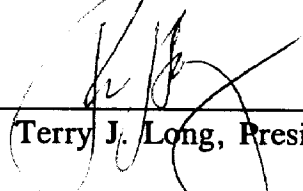
Simultaneously with filing of these Articles of Merger and without any further action by the Surviving Corporation, the name of the surviving corporation shall hereinafter be Ad Art Displays, Inc.

**ARTICLE VI**  
**Filing in California**

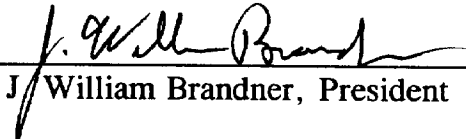
Pursuant to California law, a copy of these Articles of Merger certified by the Department of State of the State of Florida shall be filed with the Department of State of the State of California.

Dated as of the 17th day of February, 1998.

**ELECTRONIC SIGN CORPORATION**  
**D/B/A AD ART**

By:   
Terry J. Long, President

**DISPLAYS ACQUISITIONS CORP.**

By:   
J. William Brandner, President

**LA-MAN CORPORATION**

By:   
J. William Brandner,  
President/Chief Executive Officer

**PLAN OF MERGER**

**THIS PLAN OF MERGER** ("Agreement"), is entered into as of the 17th day of February, 1998, by and among: LA-MAN CORPORATION, a Nevada corporation ("Parent"); DISPLAYS ACQUISITIONS CORP., a Florida corporation and a wholly-owned subsidiary of Parent (the "Company"); and ELECTRONIC SIGN CORPORATION, a California corporation d/b/a AD ART ("Ad Art").

**W I T N E S S E T H:**

**WHEREAS**, the Board of Directors of Ad Art has determined that it is advisable and in the best interests of Ad Art and its shareholders, and the Board of Directors of the Company has determined that it is advisable and in the best interests of Company and its shareholders, that Ad Art be merged with and into Company on the terms set forth herein; and

**WHEREAS**, the respective Boards of Directors of Ad Art and Company, by resolutions duly adopted, have approved and adopted this Plan of Merger and directed that it be submitted to their respective shareholders for approval; and

**WHEREAS**, the shareholders of Ad Art and the shareholders of the Company have unanimously approved this Plan of Merger.

**NOW, THEREFORE**, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

1. **Corporate Existence of Surviving Corporation.** At the effective time of the merger, Ad Art shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger except as otherwise provided in paragraph 2 below. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Ad Art shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Ad Art, except insofar as otherwise specifically provided by law, shall cease at the effective time of the Merger whereupon Ad Art and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same services provided by Ad Art.

2. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Company, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, except that effective as of the date of filing this Plan of Merger and the Articles of Merger, the name of the Surviving Corporation shall be **AD ART DISPLAYS, INC.**

3. **Bylaws of Surviving Corporation.** The Bylaws of the Company, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.

4. **Conversion and Exchange of Shares.** The manner of converting and exchanging the shares of each of Parent and Ad Art shall be as follows:


a. At the effective time of the Merger, each holder of the 25 issued and outstanding shares of common stock of Ad Art shall, by virtue of the Merger and upon surrender of the original stock certificate(s) representing the respective holder's ownership interest in Ad Art, have such shares converted into 32,400 shares of common stock, \$0.01 par value, of the Parent, for each share of common stock of Ad Art, and all of such shares of common stock of Ad Art shall thereafter cease to exist.

b. The Merger shall effect no change in any of the issued and outstanding shares of common stock of the Company, and none of its shares shall be changed or converted as a result of the Merger.

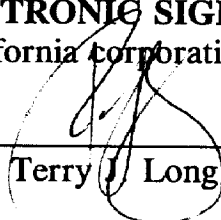
5. **Effective Time of Merger.** The "effective time" of the Merger shall be the date of filing Articles of Merger with the Florida Department of State as required by Florida law.

**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Section 607.1101 of the Florida Statutes, all as of the day and year first above written.

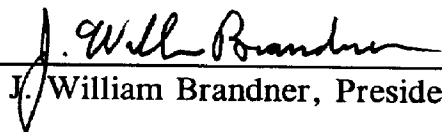
**DISPLAYS ACQUISITIONS CORP.**  
a Florida corporation

By:   
J. William Brandner, President

**ELECTRONIC SIGN CORPORATION**  
a California corporation d/b/a Ad Art

By:   
Terry J. Long, President

**LA-MAN CORPORATION**

By:   
J. William Brandner, President

I hereby certify that this paper (along with any paper referred to as being attached or enclosed) is being deposited with the United States Postal Service on the date shown below with sufficient postage as Express Mail No. EL348716447US in an envelope addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENT/FEE, Washington, D.C. 20231

RHEA A. WILSON  
Type or print name of person mailing paper  
Rhea A. Wilson  
Signature of person mailing paper  
June 4, 1999  
Date

EL348716447US

June 4, 1999

**EXPRESS MAIL**

Commissioner of Patents and Trademarks  
BOX ASSIGNMENT/FEE  
Washington, D.C. 20231

Re: Recordal of Merger in  
U.S. Trademark Application No. 75/204,672  
U.S. Trademark Registrations  
No. 2,206,413  
No. 2,235,618  
No. 2,200,932  
Our ref: 875-700

To Whom it May Concern:

Enclosed for recording is a certificate of merger regarding the above trademark application and registrations. Also enclosed is the required cover sheet and a check in the amount of \$115.

If there should be any problem, please call the undersigned.

Very truly yours,

*Kathleen A. Skinner*  
Kathleen A. Skinner  
One Kaiser Plaza, Suite 2360  
Oakland, CA 94612  
(510) 832-8700

KAS/rw  
Enclosure

RECORDED: 06/04/1999

TRADEMARK  
REEL: 001909 FRAME: 0512