

11-04-1999

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101191414

To the Honorable Commissioner

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

American Coin Merchandising, Inc.
(a Colorado Corporation)

- Individual(s)
- General Partnership
- Corporation-State of Colorado
- 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: July 13, 1995

2. Name and address of receiving party(ies):

Name: American Coin Merchandising, Inc.
(a Delaware Corporation)

Internal Address: _____

Street Address: 5660 Central Avenue

City: Boulder State: CO ZIP: 80301

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,579,191, 1,616,544, 1,624,588, 1,796,313,
1,930,216, 1,950,388, 2,028,133, 1,957,176,
1,905,902

Additional numbers attached? Yes No

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

Name: Harold A. Burdick

Internal Address: _____

Street Address: 6676 Gunpark Drive
Suite E

City: Boulder State: CO ZIP: 80301

6. Total number of applications and registrations involved: _____

9

7. Total fee (37 CFR 3.41):..... \$ 240.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

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.

Harold A. Burdick
Name of Person Signing

Signature

October 21, 1999
Date

Total number of pages comprising cover sheet: _____

1

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

Do not detach this portion

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

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

11-03/1999 DNGUVEN 00000304 1579191

01 FC:481
02 FC:482

Public burden (reporting) for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK

REEL: 001984 FRAME: 0338

CERTIFICATE OF MERGER

AMERICAN COIN MERCHANDISING, INC., a Colorado corporation, and AMERICAN COIN MERCHANDISING, INC., a Delaware corporation, execute this Certificate of Merger as follows:

1. An Agreement and Plan of Merger dated as of July 13, 1995, was approved, adopted, certified, executed and acknowledged by American Coin Merchandising, Inc., a Colorado corporation, and American Coin Merchandising, Inc., a Delaware corporation, and the number of shares voted for the Agreement and Plan of Merger by the stockholders of each corporation was sufficient for approval.

2. The effective date of the merger is July 14, 1995.

3. The surviving corporation shall be American Coin Merchandising, Inc., a Delaware corporation, the name of which, effective upon the merger, shall be "AMERICAN COIN MERCHANDISING, INC."

4. The Certificate of Incorporation of the American Coin Merchandising, Inc., a Delaware corporation shall be the Certificate of Incorporation of the surviving corporation.

5. The Agreement and Plan of Merger is attached as Exhibit A hereto and is on file at the principal place of business of the surviving corporation at 4870 Sterling Drive, Boulder, Colorado 80301.

6. A copy of the Agreement and Plan of Merger shall be furnished upon request, at the cost of the corporation, to any stockholder of the constituent corporations.

7. The authorized capital stock of each constituent corporation which is not a Delaware corporation is:

American Coin Merchandising, Inc., a Colorado corporation:
Common Stock: 100,000 Shares, \$0.001 par value, have been authorized, of which 1,300 shares have been issued and are outstanding

IN WITNESS WHEREOF, the undersigned have executed and verified this Certificate of Merger as of this 13th day of July, 1995.

AMERICAN COIN MERCHANDISING, INC.,
a Colorado corporation

By: 
Its President

By: 
Its Secretary

AMERICAN COIN MERCHANDISING, INC.,
a Delaware corporation

By: 

Its President

By: 

Its Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of July 13, 1995 ("Agreement of Merger"), sets forth the provisions of the merger between AMERICAN COIN MERCHANDISING, INC., a Delaware corporation ("Surviving Corporation"), and AMERICAN COIN MERCHANDISING, INC., a Colorado corporation.

ARTICLE I

The Corporations

1.1 Names. The names of the corporations proposing to merge are American Coin Merchandising, Inc., a Delaware corporation, and American Coin Merchandising, Inc., a Colorado corporation.

1.2 Surviving Corporation. The name of the corporation into which they propose to merge (the "Surviving Corporation") is American Coin Merchandising, Inc., a Delaware corporation.

ARTICLE II

The Merger

2.1 Approval; Effective Time of the Merger.

(a) This Agreement of Merger has been adopted and approved by the corporations in accordance with the Colorado Business Corporation Act and the General Corporation Law of the State of Delaware. Articles of Merger meeting the requirements of the Colorado Business Corporation Act shall be filed with the Secretary of State of Colorado, and a Certificate of Merger meeting the requirements of the General Corporation Law of the State of Delaware shall be filed with the Secretary of State of Delaware. The Merger shall become effective at 12:01 AM on July 14, 1995 (the "Effective Time of the Merger").

(b) At the Effective Time of the Merger, American Coin Merchandising, Inc., a Colorado corporation, shall be merged with and into American Coin Merchandising, Inc., a Delaware corporation, and the separate corporate existence of American Coin Merchandising, Inc., a Colorado corporation, shall thereupon cease. American Coin Merchandising, Inc., a Delaware corporation, shall be the surviving corporation in the Merger (the "Surviving Corporation") and the separate corporate existence of American Coin Merchandising, Inc., a

Delaware corporation, with all its purposes, objects, rights, privileges, powers, immunities and franchises, shall continue unaffected and unimpaired by the Merger.

2.2 Surviving Corporation.

(a) The Surviving Corporation shall succeed to all of the rights, privileges, powers, immunities and franchises of American Coin Merchandising, Inc., a Colorado corporation, all of the properties and assets of and all of the debts, choses in action and other interests due or belonging to American Coin Merchandising, Inc., a Colorado corporation, and the Surviving Corporation shall be subject to, and responsible for, all of the debts, liabilities and obligations of American Coin Merchandising, Inc., a Colorado corporation.

(b) If, at any time after the Effective Time of the Merger, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its rights, properties or assets of American Coin Merchandising, Inc., a Colorado corporation, acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or to otherwise carry out this Agreement of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of the constituent corporations or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the constituent corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Agreement of Merger.

(c) At the Effective Time of the Merger, the name of the Surviving Corporation shall be "AMERICAN COIN MERCHANDISING, INC.", a Delaware corporation.

ARTICLE III

Articles of Incorporation, Bylaws, Officers, and Directors of the Surviving Corporation

3.1 Certificate of Incorporation. At the Effective Time of the Merger, the Certificate of Incorporation of American Coin Merchandising, Inc., a Delaware corporation, in effect immediately prior to the Effective Time of the Merger shall become the Certificate of Incorporation of the Surviving Corporation unless and until amended as provided by law and such Certificate of Incorporation.

3.2 Bylaws. The Bylaws of American Coin Merchandising, Inc., a Delaware corporation, in effect immediately prior to the Effective Time of the Merger shall become the Bylaws of the Surviving Corporation unless and until amended or repealed as provided by law, the Certificate of Incorporation of the Surviving Corporation and such Bylaws.

3.3 Officers and Directors. The officers and directors of American Coin Merchandising, Inc., a Delaware corporation, immediately prior to the Effective Time of the Merger shall become the officers and director of the Surviving Corporation until their successors shall have been elected or until otherwise selected as provided by the General Business Corporation Law of the State of Delaware, the Certificate of Incorporation of the Surviving Corporation, or the Bylaws of the Surviving Corporation.

ARTICLE IV

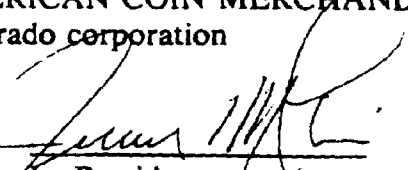
Manner and Basis of Converting Shares of the Corporation

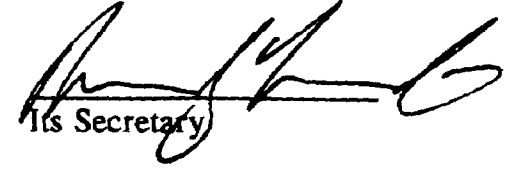
4.1 Common Stock. As of the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any shares; each then outstanding share of common stock of American Coin Merchandising, Inc., a Colorado corporation, shall cease to be an existing and issued share and shall become and be converted into the right to receive 2,525.9515 shares of the common stock of the Surviving Corporation.

4.2 Shares Cancelled. The 100 shares of common stock of American Coin Merchandising, Inc., a Delaware corporation owned by American Coin Merchandising, Inc., a Colorado corporation shall be cancelled at the Effective Time of the Merger.

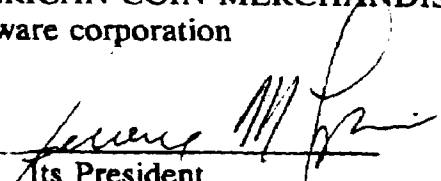
IN WITNESS WHEREOF, the undersigned have executed and verified this Agreement and Plan of Merger as of this 13th day of July, 1995.

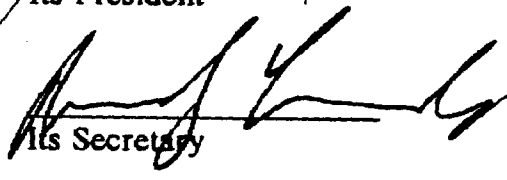
AMERICAN COIN MERCHANDISING, INC., a Colorado corporation

By: 
Its President

By: 
Its Secretary

AMERICAN COIN MERCHANDISING, INC., a Delaware corporation

By: 
Its President

By: 
Its Secretary

CERTIFICATE

The undersigned hereby certifies that the attached is a true and correct copy of the Certificate of Merger of American Coin Merchandising, Inc., issued by the Secretary of State of Delaware on July 14, 1995.

M. D. M. Birnbaum

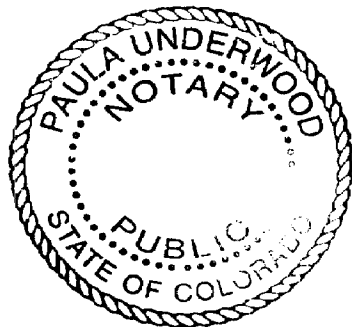
Mila D.M. Birnbaum

STATE OF COLORADO)
)ss.
COUNTY OF BOULDER)

The foregoing instrument was acknowledged before me this 13th day of October, 1999, by Mila D.M. Birnbaum.

Witness my hand and seal.

My commission expires: 1/30/2000



Paula Underwood
Notary Public

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Owner : American Coin
Merchandising, Inc.

Registration Numbers : 1,579,191, 1,616,544,
1,624,588, 1,796,313,
1,930,216, 1,950,388,
2,028,133, 1,957,176,
1,905,902

Trademarks : SUGAR LOAF, TOY SHOPPE,
SUGAR LOAF, FUN SHOPPE,
TREASURE SHOPPE, SUGAR LOAF
and Design, SUGARLOAF,
SUGAR LOAF and Design, and
SUGARLOAF (Respectively)

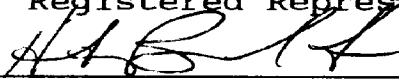
TRANSMITTAL OF MERGER DOCUMENT FOR RECORDATION
(9 REGISTERED TRADEMARKS)

Certificate of Mailing

The Honorable Commissioner of Patents and Trademarks
Washington, D.C. 20231

Sir:

I hereby certify that this correspondence is being
deposited with the United States Postal Service as first class
mail in an envelope addressed to : Box Assignment,
Commissioner of Patents and Trademarks, Washington, D.C.
20231, on October 25th, 1999.

Harold A. Burdick
Name of Applicant, Assignee
or Registered Representative

Signature
10/25/99
Date

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Owner : American Coin
Merchandising, Inc.

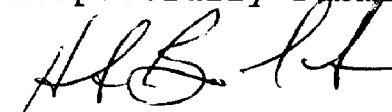
Registration Numbers : 1,579,191, 1,616,544,
1,624,588, 1,796,313,
1,930,216, 1,950,388,
2,028,133, 1,957,176,
1,905,902

Trademarks : SUGAR LOAF, TOY SHOPPE,
SUGAR LOAF, FUN SHOPPE,
TREASURE SHOPPE, SUGAR LOAF
and Design, SUGARLOAF,
SUGAR LOAF and Design, and
SUGARLOAF (Respectively)

TRANSMITTAL OF MERGER DOCUMENT FOR RECORDATION
(9 REGISTERED TRADEMARKS)

Enclosed please find a Certified Copy of a Certificate of Merger for recording with respect to the above-identified trademarks (a Trademark Assignment Recordation Form Cover Sheet is also enclosed). Our check number 4328 in the amount of \$240.00 to cover the cost of this recording for 9 registered trademarks (\$40.00 for the first and \$25.00 each for the remaining 8 listed trademarks) accompanies this transmittal.

Respectfully submitted,



Harold A. Burdick
Registration No. 32,725

HAB
Telephone: (303) 530-1355

State of Delaware
Office of the Secretary of State

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 MERGER, WHICH MERGES:

"AMERICAN COIN MERCHANDISING, INC.", A COLORADO CORPORATION, WITH AND INTO "AMERICAN COIN MERCHANDISING, INC." UNDER THE NAME OF "AMERICAN COIN MERCHANDISING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JULY, A.D. 1995, AT 12 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

7610497

DATE:

08-16-95

TRADEMARK

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RECORDED: 10/01/1999

REEL: 001984 FRAME: 0347