

11-18-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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

MFD
11-1599

101203208

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

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 receiving parties attached

Name

DBA/AKATA

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

FOR OFFICE USE ONLY

11/18/1999 DMSUYEN 00000091 75713009

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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. 20531 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

TRADEMARK
REEL: 001989 FRAME: 0086

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" value="75/713009"/>	<input type="text" value="75/713010"/>	<input type="text" value="75/718675"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/718685"/>	<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"/>

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

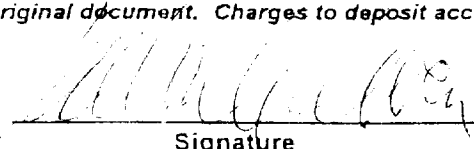
No

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.

Melville Owen

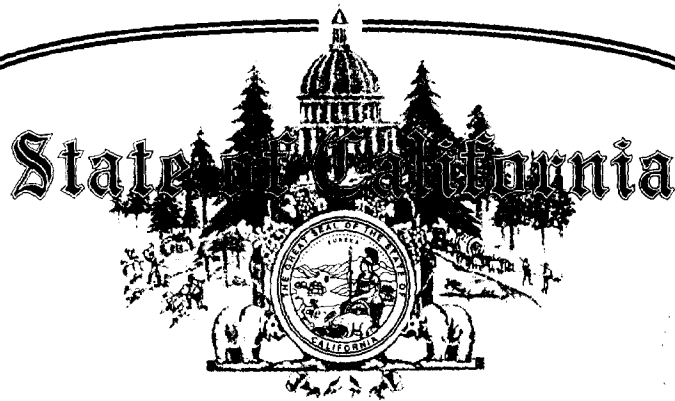
Name of Person Signing



Signature

November 12, 1999

Date Signed



SECRETARY OF STATE

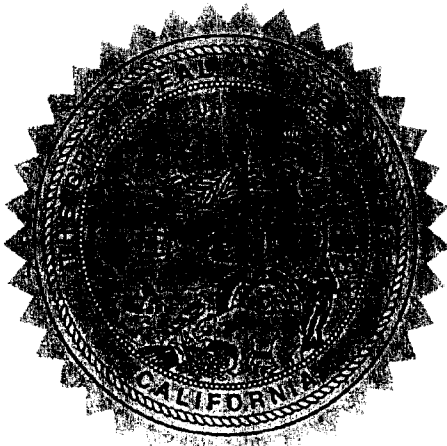


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 08 1999



Bill Jones

Secretary of State

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING PICCHO VINEYARDS, INC., AND
LAETITIA WINERY, INC., INTO
BARNWOOD VINEYARDS, INC.**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUN 30 1999

BILL JONES, Secretary of State

Nebil Zarif and Joseph Romano certify that:

1. They are the president and the secretary, respectively, of Barnwood Vineyards, Inc., a California corporation (the "Corporation").
2. The Corporation was incorporated on January 12, 1994, pursuant to the laws of the State of California.
3. The Corporation owns all the outstanding shares of Piccho Vineyards, Inc., a Delaware corporation ("Piccho"), and of Laetitia Winery, Inc., a Delaware corporation ("Laetitia").
4. On June 24, 1999, the board of directors of the Corporation, by unanimous written consent of its members filed with the minutes of the board, duly adopted the following resolutions:

RESOLVED, that the Corporation merge Piccho, its wholly-owned subsidiary corporation, into itself and assume all of its obligations pursuant to Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law; and

RESOLVED FURTHER, that the undersigned hereby authorize and empower the Corporation's officers to take any and all other actions and execute any and all other documents as may be necessary to carry out the terms of the merger of Piccho into the Corporation or the related Plan of Merger; and

RESOLVED FURTHER, that the Corporation merge Laetitia, its wholly-owned subsidiary corporation, into itself and assume all of its obligations pursuant to Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law; and

RESOLVED FURTHER, that the undersigned hereby authorize and empower the Corporation's officers to take any and all other actions and execute any and all other documents as may be necessary to carry out the terms of the merger of Laetitia into the Corporation or the related Plan of Merger; and

RESOLVED FURTHER, Article I of the Articles of Incorporation of the Corporation is amended to change its name and shall hereinafter read as follows:

Article I - Name

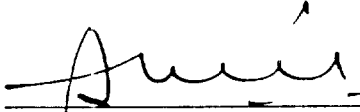
The name of this corporation is Tower Grove Vintners, Inc.

5. The Corporation survives the merger with Piccho and Laetitia and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Piccho or Laetitia as well as for enforcement of any obligation of the Corporation arising from the merger and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by said Secretary of State is CT Corporation System, 818 West Seventh Street, Los Angeles, California 90017, until the Corporation shall have hereafter designated in writing to said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with said Secretary of State duplicate copies of such process, one of which copies said Secretary of State shall forthwith send by registered mail to the Corporation at the above address.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE:

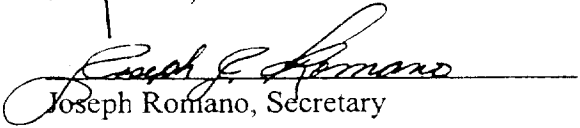
6/24/99



Nebil Zarif, President

DATE:

6/28/99



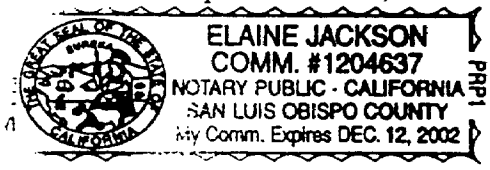
Joseph Romano, Secretary

STATE OF CALIFORNIA)
COUNTY OF SAN LUIS OBISPO) ss.

On June 24, 1999, before me, ELAINE JACKSON, NOTARY, personally appeared NEBIL ZARIF, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature *Elaine Jackson*



STATE OF TEXAS)
COUNTY OF HARRIS) ss.

On JUNE 28, 1999, before me, SUSANNE TATUM McCURRY, personally appeared JOSEPH ROMANO, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature *Susanne Tatum McCurry*

