

Client Code: TPSVL.01T/02T/008T/012T

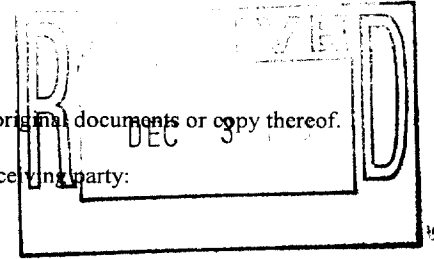
12-20-1999

12/3/99

REC



101227389



TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS. PLEASE RETURN THE ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF.

1. Name of conveying party: (If multiple assignors, list numerically)

Topsville, Inc.

- Limited Partnership
- Corporation - State - California
- Other:

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party:

Name: Topsville, Inc.
Internal Address:
Street Address: 11800 NW 102 Road
City: Medley State: Florida ZIP: 33178

- Limited Partnership
- Corporation - State - Florida
- 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) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) September 20, 1997

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

- a. Trademark Application No:
75/163,605
- b. Trademark Registration Nos:
1,561,078
1,591,085
1,990,466

Additional numbers attached? Yes No

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

Name: Catherine J. Holland
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660
Attorney's Docket No.: TPSVL.01T/02T/008T/012T

7. Total fee (37 CFR 3.41): \$115

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:
4

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.

Catherine J. Holland
Name of Person Signing

Signature

11/30/99
Date

Total number of pages including cover sheet, attachments and document: 5

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

12/20/1999 TT0N11 00000238 1561078

01 FC:481
02 FC:482

40.00 DP
75.00 DP

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

TRADEMARK
REEL: 002001 FRAME: 0529

ARTICLES OF MERGER

9/20/97
FILED
97 SEP 16 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF
TOPSVILLE, INC., a California Corporation

AND
TOPSVILLE, INC., a Florida Corporation

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging TOPSVILLE, INC., a California Corporation with and into TOPSVILLE, INC., a Florida Corporation.

2. The merger of TOPSVILLE, INC. (CA) with and into TOPSVILLE, INC. (FLA) is permitted by the laws of the jurisdiction of organization of TOPSVILLE, INC. (CA) and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of TOPSVILLE, INC. (CA) was August 29, 1997.

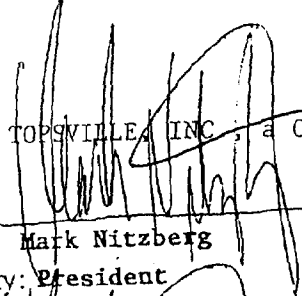
3. The shareholders of TOPSVILLE, INC. (FLA) entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on August 29, 1997

4. The effective time and date of the merger herein provided for in the State of Florida shall be 9:00 a.m. on September 20, 1997.

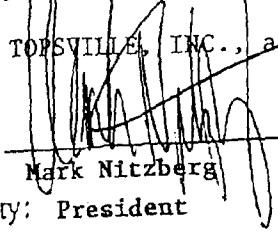
Executed on August 29, 1997.

The director of the surviving corporation is Mark Nitzberg, whose business is 11800 Northwest 102nd Road, Medley, Florida 33178.

~~TOPSVILLE, INC., a California Corporation~~

By: 
Name: Mark Nitzberg
Capacity: President

~~TOPSVILLE, INC., a Florida Corporation~~

By: 
Name: Mark Nitzberg
Capacity: President

PLAN OF MERGER adopted for TOPSVILLE, INC. , a business corporation organized under the laws of the State of California , by resolution of its Board of Directors on August 29 , 1997, and adopted for TOPSVILLE, INC. , a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on August 29 , 1997. The names of the corporations planning to merge are TOPSVILLE, INC., a business corporation organized under the laws of the State of California , and TOPSVILLE, INC. , a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which TOPSVILLE, INC. (CA) plans to merge is TOPSVILLE, INC.

1. TOPSVILLE, INC. (CA) and TOPSVILLE, INC. (FLA) , shall, pursuant to the provisions of the laws of the State of California and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, TOPSVILLE, INC. which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of TOPSVILLE, INC. (CA) , which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present by laws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into 1 share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

FL BC D-ARTICLES OF MERGER L/P P > D 10/96-S (SLLFFIND)